

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS



26TH ANNUAL REPORT
DECEMBER 31, 1999

TABLE OF CONTENTS

AGENCY OVERVIEW

Mission Statement and Vision Statements	2
Message from the Commissioner	3
Headquarters Personnel - Nashville	4
Examination Personnel by Division	6
Total Number of State-Chartered Institutions and Licensees	8

ADMINISTRATIVE AND SUPPORT SERVICES DIVISION

Summary of Activity	10
Expenditure and Funding Sources	11

LEGAL DIVISION

Summary of Activity	13
1999 Legislation	13

BANK DIVISION

Summary of Activity	16
New Charters and Corporate Reorganizations	18
Charts and Graphs	20
Key Bank Ratios - State-Chartered Banks	22
Consolidated Balance Sheet and Income Statement - State and Federal	23
Summary of Individual Bank Performance	27
National Banks Headquartered in Tennessee	32
Out-of-State Banks Operating Branches in Tennessee	33
Consolidated Balance Sheet and Income Statement - State Chartered Trust Companies	34
Summary of Individual Trust Companies	36

CREDIT UNION DIVISION

Summary of Activity	38
New Charters and Corporate Reorganizations	39
Charts and Graphs	40
Key Credit Union Ratios - State and Federal	42
Consolidated Balance Sheet and Income Statement - State and Federal	44
Summary of Individual Credit Union Performance	50

COMPLIANCE DIVISION

Summary of Activity	54
Composite Annual Report - Industrial Loan and Thrift Companies	57

AGENCY OVERVIEW



MISSION AND VISION STATEMENTS

MISSION STATEMENT

The primary statutory mission of the Department of Financial Institutions is to provide the citizens of Tennessee with a sound system of state-chartered financial institutions by:

- **providing for and encouraging the development of depository financial institutions while restricting their activities to the extent necessary to safeguard the interests of depositors; and**
- **seeking to ensure compliance by both depository and non-depository financial institutions with governing laws and regulations.**

The Department is further committed to the provision of quality constituent services to the institutions it examines, supervises and regulates; the citizens of the State of Tennessee; members of the Tennessee General Assembly and of Congress; the Office of the Governor and other Agencies of the state and federal governments; other state and federal financial institutions' regulatory agencies; and to the provision of quality management of its personnel and fiscal resources.

VISION STATEMENT

We seek to sustain an environment in the great State of Tennessee which fosters a feeling of confidence and security among its citizens in regard to their choice of financial institutions. We advocate the continuance of the dual chartering system which allows us to provide a financial regulatory structure which more efficiently meets the needs and economic welfare of the residents of our State. The management of the department strives to foster a sense of job satisfaction and ample career path opportunities to assure we are adequately staffed with well qualified, experienced, and long-tenured employees. As a strong team, we can be more diligent, efficient, effective, responsive, and innovative in administering our duties. We continuously strive to make the Tennessee state charter the charter of choice and the Department of Financial Institutions the preferred financial services regulatory agency in the State of Tennessee.



MESSAGE FROM COMMISSIONER BILL C. HOUSTON

The **Department of Financial Institutions** is pleased to present this **Twenty-sixth Annual Report** covering operations of the Department and its regulated industries in 1999.

The year 1999 was a good one for Tennessee's state-chartered banks and credit unions in terms of their profitability. They also continued to finance Tennessee's economic expansion with loan growth at state-chartered banks up 8.9%, and credit union loans up 7.9%. Deposits grew less rapidly and non-deposit funding sources were more extensively relied upon to fund loan growth. Asset quality remained good in both industries and no banks or credit unions failed in 1999.

Departmental accomplishments were numerous in 1999. We met our statutorily mandated examination cycles, maintained accreditation standards for both our Bank and Credit Union Divisions, chartered eight new Tennessee banks, and implemented a follow-up program on marginally rated credit unions which resulted in a substantial reduction in those numbers. Technological achievements were a highlight. Substantial hours were devoted to assuring that our own systems were Y2K compliant and in helping assure that all our regulated institutions were prepared to continue uninterrupted service to the public. The Millennium came and went with no problems. Our Compliance Division completed the automation of all its licensing activities and the Department's Web site has expanded substantially to provide more and better information to the public. This Annual Report is itself being placed on our Web site and will be electronically submitted to most of our users, thereby allowing us to save printing and marketing costs.

The Department also seeks to assist consumers with any problems they have with financial institutions. Our Compliance Division alone handled over six hundred consumer complaints and obtained refunds for Tennessee consumers of over \$550,000.00 through our examination and complaint resolution activities.

The only asset of consequence this Department has is its employees and it is only through their hard work and dedication that these accomplishments were achieved. I, as Commissioner, am extremely proud of our small, but highly experienced and dedicated staff. They do a great job for the people of Tennessee.

HEADQUARTERS PERSONNEL - NASHVILLE

(Staffing Reflected as of 06-30-00)

COMMISSIONER'S OFFICE

Bill C. Houston, Commissioner

Marian Garland, CEM, CFE, Executive Administrative Assistant

Kayce Cawthon-Stoker, Administrative Assistant, Records Officer

LEGAL DIVISION

Greg Gonzales, General Counsel

Tina G. Miller, Attorney

Marsha P. Anderson, Attorney

David G. Taylor, Attorney

Stephanie Burton, Paralegal, Legal Assistant

ADMINISTRATIVE AND SUPPORT SERVICES DIVISION

Harry P. Linn, CFE, Assistant Commissioner

HUMAN RESOURCES

Cynthia L. Wilson, Personnel Analyst

TRAINING

Dennis H. Shipp, CEM, CFE, Program Administrator

FISCAL SERVICES

Carolyn G. Merhar, Fiscal Officer

Jean C. Hill, Accountant

Barbara A. Jones, Administrative Services Assistant

Penny S. Vaden, Receptionist/Secretary

INFORMATION SYSTEMS

William B. Wooten, CISA, CDRP, CSP, Director

Mary E. Wilhite, Information Resource Specialist

Patti A. Miller, Programmer Analyst

CREDIT UNION DIVISION

Harry P. Murphy, CFE, Assistant Commissioner

Paula J. Cagle, CPS, Executive Secretary

Paul L. Foster, CFE, Manager

HEADQUARTERS PERSONNEL - NASHVILLE

(Staffing Reflected as of 06-30-00)

BANK DIVISION

Derek L. Carrier, Assistant Commissioner
Pansy Pardue-Leech, Executive Secretary

APPLICATIONS

Curtis F. Faulkner, Program Administrator
Paula H. Miller, Administrative Services Assistant

BANK EXAMINATIONS & FINANCIAL ANALYSIS

James S. Douthit, Chief Administrator
Jean Jackson, Administrative Secretary
Storm A. Miller, Financial Analyst
Joyce Simmons, CPA, Financial Analyst

TRUST EXAMINATIONS

Vivian Y. S. Lamb, CEM, Program Administrator

COMPLIANCE DIVISION

Roger W. Thomas, CFSA, Assistant Commissioner
Jean A. Rosalez, Executive Secretary
Maclin D. Whiteman, Financial Analyst

APPLICATIONS

Carl Scott, CFSA, Director
Susan Kennedy, Administrative Secretary
Betty Osborne, Administrative Secretary

CHECK CASHING/DEFERRED PRESENTMENT

Steven E. Henley, CPA, Director
Savitrea Spence, Administrative Secretary

EXAMINATIONS

Nita H. Taylor, Director
Lisa J. Gregg, Administrative Secretary

**BANK DIVISION
EXAMINATION PERSONNEL**

(As of 6-30-2000)

West Tennessee District

R. Douglas Baker, Manager

Off-Site Monitoring Supervisor - Shirley Sanderson, CEM

Trust Examinations Specialist - Bruce Allen, CEIC, CFE, IV

67 Banks

\$7.3 Billion in Assets

(As of 12-31-1999)

Terry Warren, CEIC, CFE, Supervisor

Vicki Ivey, CEIC, CFE, IV

Dana Owen, CEIC, Certified Fraud Examiner, IV

Robert Prather, CEIC, CFE, IV

Robert Shannon, CEIC, CFE, IV

Roxanne Taylor, CEIC, CFE, IV

Danny Nolen, CEM, CFE, Supervisor

Jerry Davis, CEIC, CFE, IV

Laurie Gaddis-Durham, CEIC, CFE, IV

Debora King, CEIC, CFE, IV

Timothy Runions, CEIC, CFE, IV

Phil Stafford, CEIC, CFE, IV

Middle Tennessee District

Harrison White, CFE, CEM, Manager

Off-Site Monitoring Supervisor - Joe P. Boaz, CEM

Trust Examination Specialist - Tod Trulove, AFE, CEIC, IV

50 Banks

\$5.5 Billion in Assets

(As of 12-31-1999)

Irving B. Ginsberg, CEM, CFE, Supervisor

Lee Pedigo, AFE, IV

Michael Sisk, CEIC, AFE, IV

David Tate, I

Todd Rice, CEM, Supervisor

Sherri Cassetty, CFE, CEIC, IV

Kenneth Hensley, Bank Financial Analyst

John Hudson, CEIC, IV

Clyde McClaren, AFE, IV

East Tennessee District

Kenneth Kelley, CEM, District Manager

Off-Site Monitoring Supervisor - Louella H. McElroy, CEM

Trust Examinations Specialist - Wade McCullough, CEIC, CFE, IV

53 Banks

\$7.7 Billion in Assets

(As of 12-31-1999)

Chester Justice, Jr., CEM, Supervisor

Robin Culberston, CEIC, IV

Carol Killen, CEIC, IV

Timothy Poteet, AFE, CEIC, IV

Jason B. Wilkinson, CEIC, IV

Claude N. Huff, Jr., CEM, CFE, Supervisor

Bill Cave, CEIC, CFE, Certified Fraud Examiner, IV

Jonathan Piper, CEIC, IV

Teresa Weaver, CFE, CEIC, IV

Alfred Hacker, III

**CREDIT UNION DIVISION
EXAMINATION PERSONNEL**

(As of 6-30-2000)

**Total Assets in Billions - \$ 3.9
Total Number of Credit Unions - 151**

West/Middle Tennessee District

**81 Credit Unions
\$1.98 Billion in Assets**

Randall D. Means, V, Supervisor

Alan Gober, IV
Steve Eddings, CFE, IV
Tom Harper, IV
Vickie L. Young, IV

East Tennessee District

**71 Credit Unions
\$1.94 Billion in Assets**

John R. Shires, V, Supervisor

Eric D. Batts, CFE, IV
Shane Hardin, III
Lance Hogelin, AFE, IV
Greg Perry, CFE, IV
Dwight Ward, Trainee

**COMPLIANCE DIVISION
EXAMINATION PERSONNEL**

(As of 6-30-2000)

West

David Reynolds, CFSA, IV
Patrick Ryan, CFSA, III
Marilyn Schroepfel, III

Middle

Robert Campbell, I
Robert Doyle, III
Gene Smith, CFSA, III
Jane Williams, CFSA, III

East

Chris Adams, CFSA, Certified Fraud
Examiner, III
Frank Barnes, CFSA, II
Brian Williams, II
Dennis Woodmore, CFSA, III

Key to Staff Title Designations:

"AFE" Accredited Financial Examiner; "CDRP" Certified Disaster Recovery Planner; "CEIC" Certified Examiner-In-Charge; "CEM" Certified Examinations Manager; "CFE" Certified Financial Examiner; "CFSA" Certified Financial Services Auditor; "CISA" Certified Information Systems Auditor; "CPA" Certified Public Accountant; "CPS" Certified Professional Secretary; "CSP, Certified Systems Professional. Roman Numerals denote field examiner level."

**TOTAL NUMBER OF STATE-CHARTERED
INSTITUTIONS AND LICENSEES**

CHARTERS	Dec. 31, 1999	Dec. 31, 1998
Commercial Banks/Savings Banks	170	171
Trust Companies	14	11
BIDCOs	4	4
Credit Unions	151	155
TOTAL NUMBER OF CHARTERS	339	341
LICENSEES		
Industrial Loan and Thrift Companies	889	1,048
Insurance Premium Finance Companies	74	81
Mortgage Companies	1,095	1,069
Money Transmitters	32	30
Deferred Presentment	819	629
Check Cashers	230	139
TOTAL NUMBER OF LICENSEES	3,139	2,996

ADMINISTRATIVE & SUPPORT SERVICES DIVISION



The **ADMINISTRATIVE AND SUPPORT SERVICES DIVISION** administers the Department's budget and oversees fiscal services, human resources, training and development, and information systems. The Department of Financial Institutions is entirely supported by fees paid by the institutions regulated and supervised by the Department.

Department turnover was eight percent for FY1999, which was up from four percent last year. The average tenure of the Department's field examining force is now twelve years for Bank examiners, thirteen years for Credit Union examiners, and six years for Compliance examiners. The Department continues to work with both the Department of Personnel and the Department of Finance and Administration in attempts to provide an improved career path with salary progression for our examining personnel.

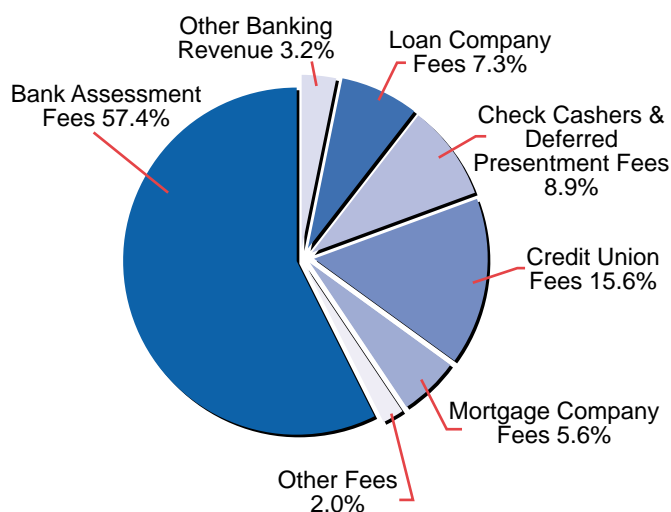
At the end of FY99, the Department had a surplus of \$926,077.14. A rebate of \$527,863.97 was sent to the banks in accordance with T.C.A. § 45-1-118(d)(2) and \$398,213.17 reverted to the State's General Fund.

The Department's information systems staff were involved throughout 1999 in determining the Department's internal automated systems to be Y2K compliant as well as developing and testing our Business Resumption Plan. The Department has continued expansion of it's Home Page on the Internet over the last several years by offering various links and other helpful information such as access to Bank Division Application activity, department bulletins, TDFI Banking Forum (quarterly newsletter), and both current rates and historical rates of interest in Tennessee. Our website address is <http://www.state.tn.us/financialinst>. An Electronic Scanning/Imaging feasibility study relating to examinations and correspondence document storage and retrieval was also undertaken in order to determine cost vs. benefit. In addition, the Department has continued its development of internal information systems for our Bank Division with the assistance of a contracted systems programmer.

The continued development and maintenance of qualified examining staff are major priorities of the Department, in which an effective training program is required. To ensure value, the Department's training needs are annually assessed and budgeted. The majority of our structured training curriculum for examining personnel is acquired from external training sources. The following sponsors provide this curriculum: The Education Foundation of State Bank Supervisors; the Federal Deposit Insurance Corporation; the Board of

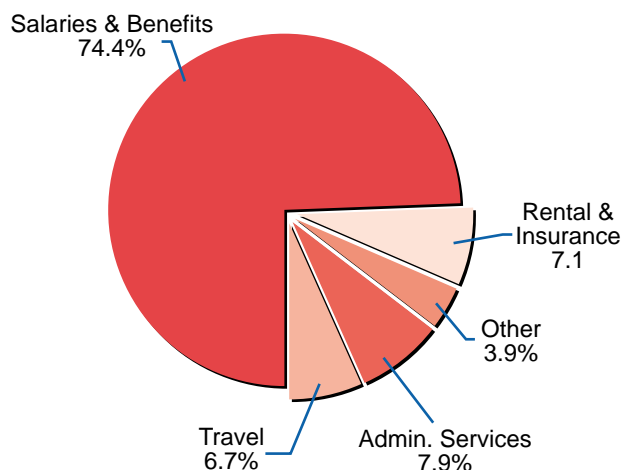
Governors of the Federal Reserve System; the Federal Financial Institutions Examination Council; the National Association of Consumer Credit Administration; the National Association of State Credit Union Supervisors; and the National Credit Union Administration. In 1999, our personnel attended one hundred ninety training sessions, in addition to our Department's Tenth Annual Examiners Conference.

FUNDING SOURCES



Other Fees include Insurance Premium Finance Company, Money Transmitter, and Miscellaneous Fees

EXPENDITURES



Other Expenditures include Printing, Duplication & Film Processing, Communications, Maintenance & Repairs, Supplies, Awards & Indemnities, Grants & Subsidies (Training), and Equipment

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS**EXPENDITURES AND FUNDING SOURCES
FY 1998-99****REVENUES**

Appropriations - Bank Assessment Fees	\$4,626,499.00
Other Banking Revenue	261,161.20
Credit Union Fees	1,255,473.53
Money Order Fees	95,760.00
Loan Company Fees	585,425.00
Insurance Premium Finance Company Fees	38,750.00
Mortgage Company Fees	446,025.00
Check Cashers Fees	151,900.00
Deferred Presentment Fees	566,500.00
*Miscellaneous	26,096.59

TOTAL REVENUES **\$8,053,590.32**

EXPENDITURES

Personal Services	\$4,338,071.75
Employee Benefits	965,719.63

TOTAL PAYROLL **\$5,303,791.38**

Travel	\$477,191.20
Printing, Duplication and Film Processing	58,767.95
Communication and Shipping Costs	36,593.21
Maintenance, Repairs & Services	2,262.38
Professional and Administrative Services	419,119.44
Supplies	56,941.37
Rentals and Insurance	505,394.02
Awards and Indemnities	2,146.36
Grants and Subsidies (Training)	64,746.66
Equipment	48,083.86
Administrative Overhead	146,232.00
** Encumbrance	6,243.35

TOTAL OTHER **\$1,823,721.80**

TOTAL EXPENDITURES & ENCUMBRANCES **\$7,127,513.18**

EXCESS OF REVENUES OVER EXPENDITURES **\$926,077.14**

REBATED TO BANKS **\$527,863.97**

REVERTED TO GENERAL FUND **\$398,213.17**

* Includes a \$15,974.72 Savings on PY Encumbrance

**PY Encumbrance

LEGAL DIVISION



The **LEGAL DIVISION** provides legal advice and representation for the Department. This Division consists of a General Counsel, two staff attorney positions, and a paralegal.

The Department's lawyers advise the Commissioner and departmental personnel in all legal matters affecting the Department. They work with regulated entities and the general public in addressing legal issues. They also work closely with the Governor's Office and the Tennessee General Assembly on legislative issues affecting financial institutions. The Legal Division also assists in the coordination of enforcement initiatives with other federal and state regulators as well as with various law enforcement agencies.

The Legal Division was heavily involved in the 1999 Legislative session as the Department's legislative liaison by tracking numerous bills, working closely with the Governor's Office, the General Assembly, and other groups sponsoring legislation which impacted the Department. The Department's initiative to update the regulation of fiduciary activities of financial institutions was enacted in 1999. This Division provided assistance to our operating divisions on such issues as interstate branching and trust operations, bank applications, Y2K contingencies, money transmitter issues, check cashing, deferred presentment, illegal ATMs, credit union field of membership policy, and bank sales of insurance. The Legal Division is significantly involved in the day-to-day decision making process of the Department.

1999 LEGISLATION

Public Chapter 14

Chapter 255 of the Public Acts of 1997 created a regulatory system to supervise those entities engaged in the deferred presentment services business otherwise known as the "pay day" advance industry. Chapter 255 of the Public Acts of 1997 provided that this Act is repealed at 12:01 a.m. on October 1, 1999. Chapter 14 of the Public Acts of 1999 deletes the repeal provision in order to continue the operation and regulation of the deferred presentment services industry.

Effective Date-March 17, 1999.

Public Chapter 112

Chapter 112 of the Public Acts of 1999 was an Administration bill to modernize the operation and regulation of trust institutions in Tennessee. Specifically, it permits interstate trust activity with other states on a reciprocal basis. Public Chapter 112 clarifies what constitutes authorized trust activity in Tennessee and provides for a streamlined regulatory scheme for private trust companies which do not conduct business with the general public. It eliminates shell bank charters for those banks or trust companies that do not engage in business for 2 years.

Effective Date- July 1, 1999.

Public Chapter 143

Chapter 143 of the Public Acts of 1999 amends the Tennessee Title Pledge Act by requiring that a title pledge lender furnish a borrower with a statement either sent by first class mail within 5 days of any renewal period or hand delivered at the time of renewal. This statement must include: the agreement number, the annual percentage rate, the monthly fee rate, the original principal balance of the loan, and renewal fees. The statement must also include the payoff balance, including the exact date through which the payoff will be honored. Moreover, the statement must also contain the phone number, the normal business hours of operation and the primary contact person at the office of the title pledge lender.

Effective Date-May 12, 1999.

Public Chapter 144

Public Chapter 144 enacts the Tennessee Creditor-Placed Insurance Act of 1999. This law creates a legal framework within which "creditor placed insurance" may be written in this state, maintains the separation between creditors and insurers, and minimizes unfair competition practices in this area.

Effective Date-October 2, 1999.

Public Chapter 168

Public Chapter 168 amends the Banking Act, T.C.A., Title 45, Chapter 2, part 19, concerning credit card state banks. Under prior law, a credit card state bank was authorized to engage only in credit card operations. Public Chapter 168 authorizes credit card state banks to make consumer loans as well as commercial loans provided that the credit card state bank's charter permits or is amended to permit that activity.

Effective Date-May 17, 1999.

Public Chapter 172

Chapter 172 of the Public Acts of 1999 authorizes Industrial Loan and Thrift Company registrants supervised by the Department under T.C.A., Title 45, Chapter 5, to offer to borrowers individual term life and accidental death and dismemberment insurance, provided that the beneficiary is someone other than the creditor, the insurance is purchased as a part of the credit transaction and the premium is included in the principal of the loan. As a separate issue, Public Chapter 172 permits the collection of a larger fee on delinquent loans-specifically, the greater of 5 cents on the dollar or \$10.00.

Effective Date-May 14, 1999.

Public Chapter 194

Public Chapter 194 amends T.C.A., Section 45-2-907 concerning remedies for non-payment of safety deposit box rentals.

Effective Date-May 19, 1999.

Public Chapter 378

This law, which provides protection to Tennesseans against adverse consequences resulting from the Y2K computer problem, creates the "Year 2000 Citizens Protection Act". Specifically, this law provides for a "60 day" curing period during which time any legal action by a creditor against a person is suspended- provided that the person has notified the creditor that the person's default results from a computer's failure to make the Y2K change. If the cure is not complete within 60 days, then legal action can resume, but damages that may be collected are limited.

This law does not effect the bringing of an enforcement action by a government agency against the entities it regulates. The law contains different procedures for child support cases.

Effective Date-June 14, 1999 (repealed December 31, 2001).

BANK DIVISION



The **BANK DIVISION** is responsible for supervision and safety and soundness examinations of all state-chartered commercial banks, savings banks, and trust companies. Bank examiners perform evaluations of each institution's assets, liabilities, income and expenses; monitor compliance with governing laws and regulations; and rate the effectiveness of the institution's management. The adequacy of capital is assessed to assure the protection of depositors. Examiners assigned to this Division review the Information Technologies functions of state-chartered financial institutions that are under their supervision for compliance with generally accepted Information Technologies practices and for adherence to departmental regulations. Bank Division staff also examine Business and Industrial Development Corporations (BIDCOs) for compliance with governing statutes, investigate consumer complaints, and evaluate applications for new institutions, branches, expanded financial activities, and corporate reorganizations. At year-end 1999, the Bank Division oversaw the affairs of one hundred eighty-eight financial institutions, consisting of one hundred seventy banks/savings banks, four BIDCOs, and fourteen independent non-depository trust companies.

By far the most demanding challenge for the Department, as well as the banking industry during 1999, was that of dealing with the technology change over into the year 2000. It follows then, that the Department's single most recognizable accomplishment was that of successfully implementing strategies and plans to monitor the progression of this important event. The century date change in our banks', trust companies', and BIDCOs' electronic information systems and the applications that support them occurred without any disruption to business due to effective preparations and monitoring by the institutions themselves, our department, and federal regulatory authorities.

Despite the time spent monitoring Y2K, the Department was able to meet the statutory obligation of examining all institutions on either a twelve-month or an eighteen-month basis. This was accomplished through coordination with federal banking regulators.

PERFORMANCE

BANKS

At year-end 1999, consolidated total assets of our Tennessee state-chartered banks totaled \$20.5 billion, representing a \$704 million increase over prior year-end. Excluding those banks that have been organized less

than two years (DeNovo banks), the average annualized asset growth was 9.45%.

At year-end 1999, Tennessee state-chartered banks had consolidated capital totaling \$1.9 billion, representing a \$25 million or 3.56% decline from prior year-end. The capital component, accumulated other comprehensive income (loss), was materially affected by the adjustments needed to record securities held as available-for-sale at fair market value. The unrealized loss regarding other comprehensive income was \$67 million versus an unrealized gain of \$19 million on December 31, 1998.

Tennessee's economy has experienced an extended period of economic expansion. Our banks continue to experience tremendous loan growth and have maintained basically a healthy loan portfolio. Overall, state-chartered banks have an average past due ratio of 2.80%, the lowest reported at recent calendar year-ends.

To fund loan growth, short-term, noncore-funding dependence increased approximately 42% over the past year. As a result of the changing asset composition due to increased lending activities, short-term investment growth declined by approximately 22% for the year.

Overall, Tennessee banks reported healthy financial conditions throughout 1999. Our state-chartered banks, as a whole, are beginning the new millennium capably positioned, strategically and financially, to meet new opportunities in the wake of sweeping financial reform legislation and continuing technological and financial innovation.

TRUST COMPANIES

A major accomplishment for the Division was the passage of Public Chapter 112 which amended the Banking Act, Tennessee Code Annotated Title 45, Chapters 1 and 2. This comprehensive trust legislation was developed to make Tennessee trust companies competitive in an interstate environment. After meetings with a task force composed of Tennessee financial institution trust representatives, draft legislation was completed and presented to the 1999 Tennessee General Assembly. The legislation was passed in May 1999 and became effective July 1, 1999. The major thrust of this legislation allows the establishment of interstate and intrastate trust offices for both in-state and out-of-state trust companies. Trust offices of an out-of-state trust institution can be established subject to the reciprocity provisions of the home state of the trust institution. Additionally, the law brings previously grandfathered trust companies under departmental jurisdiction, sets new minimum capital standards for

Tennessee institutional trust fiduciaries, and allows for a private trust company exemption. The passage of this legislation was the realization of one of the goals in the 1997-2000 Department Strategic Plan.

No new trust companies were chartered in 1999. However, with the passage of Public Chapter 112, which amended the Banking Act, four previously grandfathered trust companies were brought under the Department's jurisdiction. The Division now supervises a total of 14 trust companies. At year-end 1999, these trust companies reported total assets of \$36.5 million, up \$7.7million from prior year-end. They held \$5.7 billion of trust assets under management, up from \$4.3 billion held at year-end 1998, and their net income was \$5.5 million and \$2.8 million for years 1999 and 1998, respectively.

BUSINESS AND INDUSTRIAL DEVELOPMENT CORPORATIONS (BIDCO's)

Tennessee Code Annotated, Section 45-8-225, requires a report to be published annually that summarizes the accomplishments of the various BIDCOs operating in Tennessee. At the end of 1999, the Department supervised the operation of four BIDCOs: (1) Tennessee Business and Industrial Development Corporation, (2) Resource Capital BIDCO, (3) SecurAmerica Business Credit, and (4) FINOVA Mezzanine Capital. These companies provided financing totaling \$100,052,002 to fifty two small businesses, preserving or creating 3,503 jobs. A summary analysis of the number and dollar amount of loans extended to certain broad categories of industries is detailed as follows:

Category	Number	Dollar Amount
Services	12	\$ 31,600,000
Manufacturing	13	24,212,275
Transportation/ Communication	6	14,941,444
Retail	11	12,225,000
Wholesale	7	11,373,283
Construction	1	3,000,000
Publishing	1	1,500,000
Finance/Insurance/ Real Estate	1	1,200,000

SUMMARY COMMENTS

The Division strives to maintain the highest professional standard while operating its programs and activities as

efficiently as possible. A wide range of analytical activities are used to evaluate our financial institution's practices and their financial soundness. Economic and financial systems complexities require that our staff be highly knowledgeable of and trained to deal with all issues facing our regulated financial institutions. Our field examiners completed fifty-seven educational programs in 1999.

Our field staff consists of seasoned examiners who have an average of twelve and a half years experience. The Division last hired an examiner trainee in June 1994. While downsizing of the Division continues, one field examiner position was filled in March 2000. A previously employed state examiner filled this position.

This Division strives to have an open-door policy of communication with representatives of our regulated institutions, federal regulatory agencies, trade associations, the General Assembly, and the Citizens of Tennessee, working together to make our State Charters the Charter of Choice.

NEW CHARTERS AND CORPORATE REORGANIZATIONS

NEW BANKS OPEN 1999

DATE OPEN	NAME OF BANK
3-16-99	MemphisFirst Community Bank, Memphis, Tennessee
3-22-99	The Community Bank of East Tennessee, Clinton, Tennessee
4-12-99	Southern Heritage Bank, Cleveland, Tennessee
5-3-99	Community Commercial Bank, Germantown, Tennessee
5-18-99	Community First Bank & Trust, Columbia, Tennessee
6-21-99	Community Trust & Banking Company, Ooltewah, Tennessee
9-27-99	First Alliance Bank, Cordova, Tennessee
10-4-99	Community Bank & Trust Company of Cheatham County, Ashland City, Tennessee

NEW TRUST COMPANIES

No new trust companies were chartered in 1999. However, with the passage of Public Chapter 112, which amended the Banking Act, and became effective July 1, 1999, four previously grandfathered trust companies were brought under the Department's jurisdiction.

EFFECTIVE DATE	NAME OF TRUST COMPANY
7-1-99	Central Trust Company, Memphis, Tennessee
7-1-99	First Southern Trust Company, Memphis, Tennessee
7-1-99	Investment Counsel and Trust Company, Memphis, Tennessee
7-1-99	Sentinel Trust Company, Nashville, Tennessee

MERGERS 1999

DATE OF MERGER	NAME OF INSTITUTIONS
1-1-99	Volunteer Bank & Trust of Hamilton County, Chattanooga, Tennessee, merged with and into Marion Trust & Banking, Jasper, Tennessee, under the title of Volunteer Bank & Trust, Chattanooga, Tennessee
2-5-99	Farmers & Merchants Bank, White Bluff, Tennessee, merged with and into First Farmers and Merchants National Bank, Columbia, Tennessee

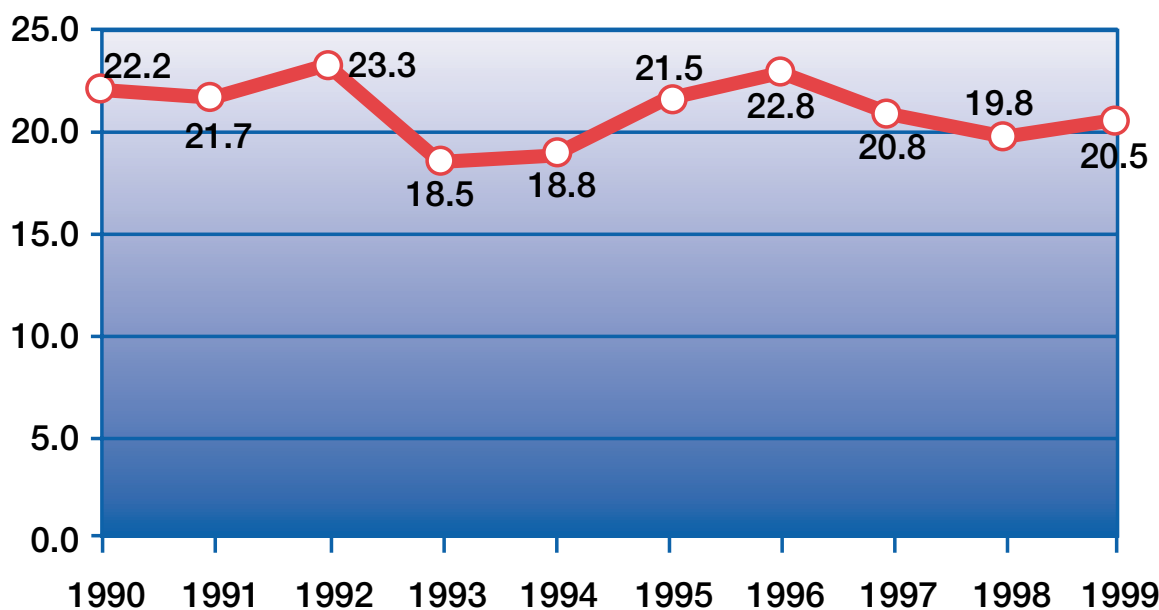
TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

NEW CHARTERS AND CORPORATE REORGANIZATIONS (Mergers 1999 Contued)

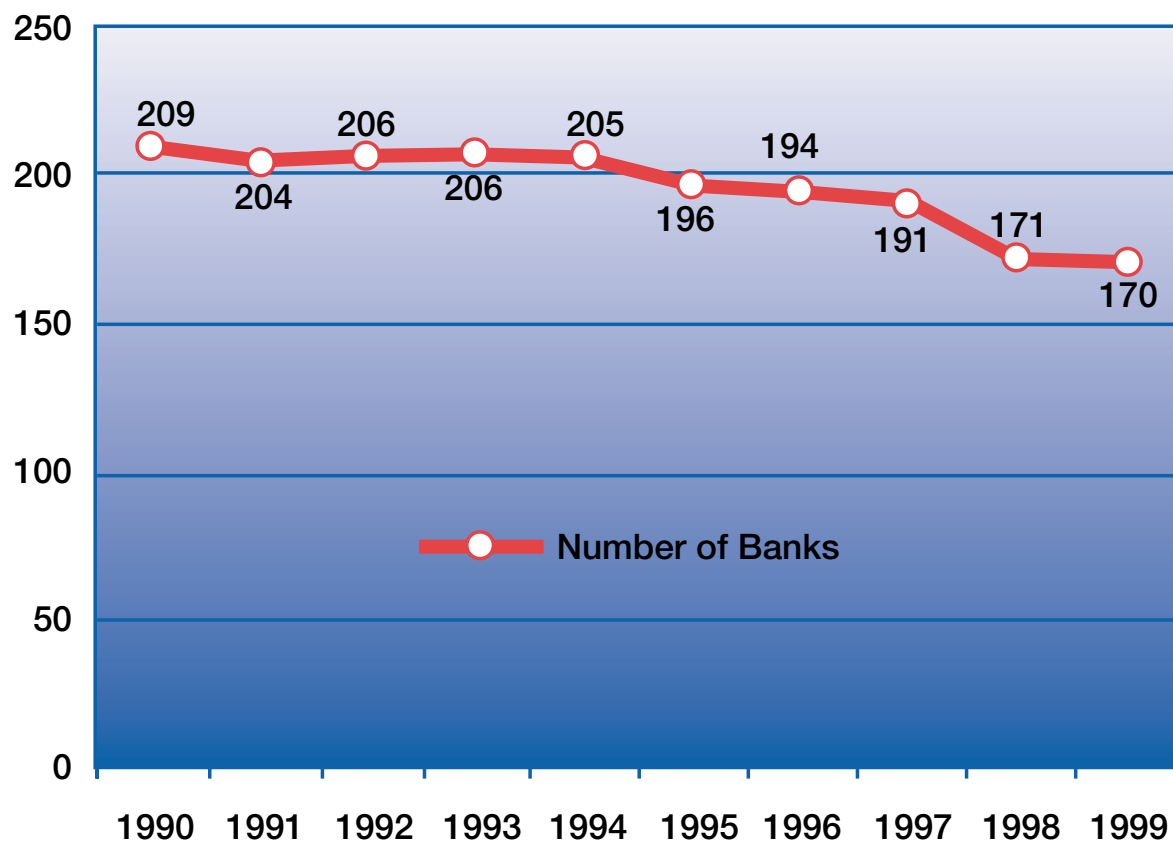
2-15-99	Bank of Troy, Troy, Tennessee, merged with and into First Citizens National Bank, Dyersburg, Tennessee
3-1-99	Nashville Bank of Commerce, Nashville, Tennessee, merged with and into National Bank of Commerce, Memphis, Tennessee
5-7-99	Somerville Bank & Trust Company, Somerville, Tennessee, merged with and into Somerville Interim Bank, Somerville, Tennessee, under the title of Somerville Bank & Trust Company
6-14-99	First Volunteer Bank, Union City, Tennessee, merged with and into First Citizens National Bank, Dyersburg, Tennessee
6-30-99	Peoples Bank, Dickson, Tennessee, merged with and into First American National Bank, Nashville, Tennessee
8-26-99	First State Bank, Linden, Tennessee, merged with and into First Bank, Lexington, Tennessee, under the title of First Bank
9-17-99	First Bank & Trust, Mt. Juliet, Tennessee, merged with and into National Bank of Commerce, Memphis, Tennessee
11-4-99	Meigs County Bank, Decatur, Tennessee, merged with and into Regions Bank, Birmingham, Alabama

ASSETS OF STATE-CHARTERED BANKS

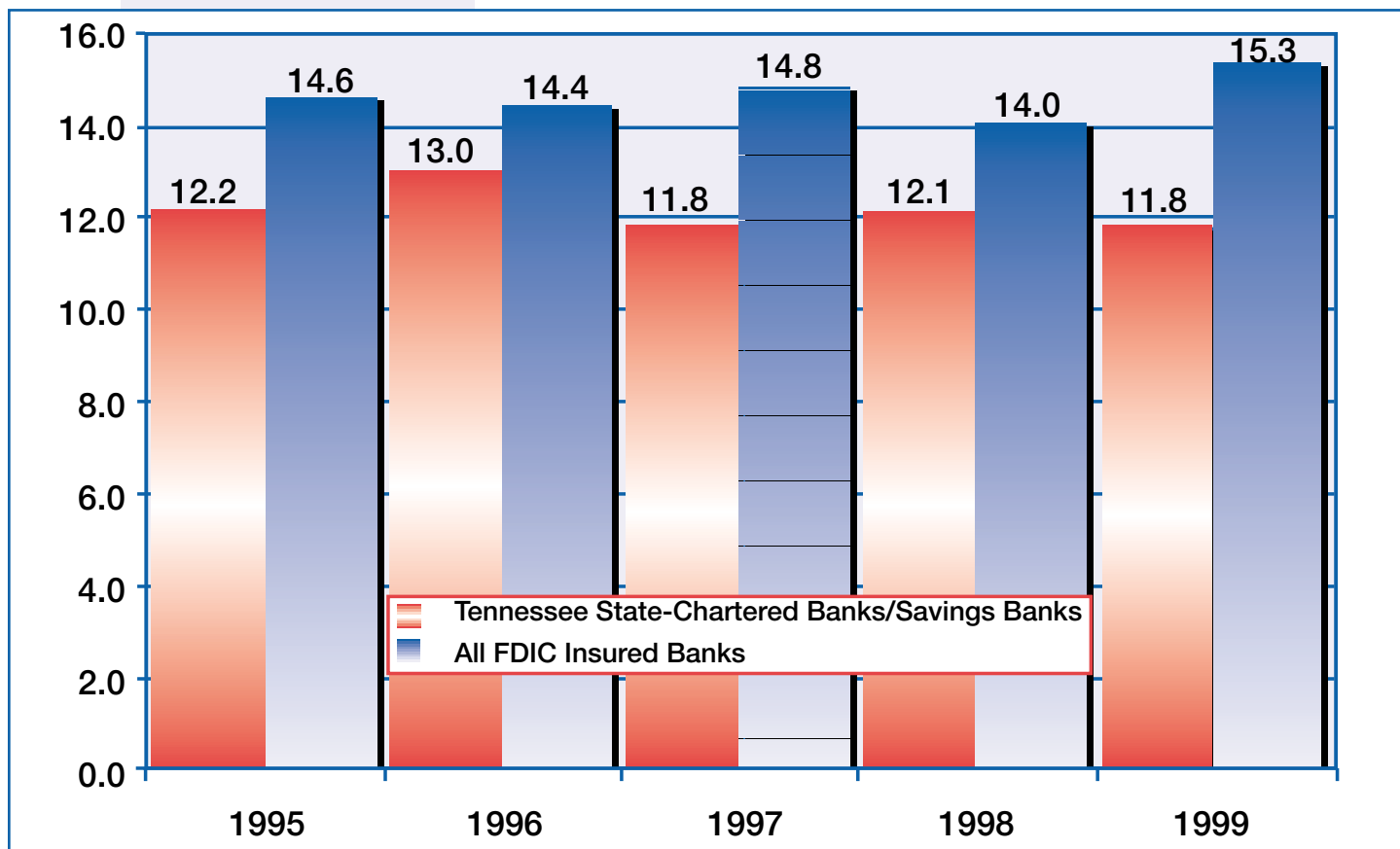
(In Billions)



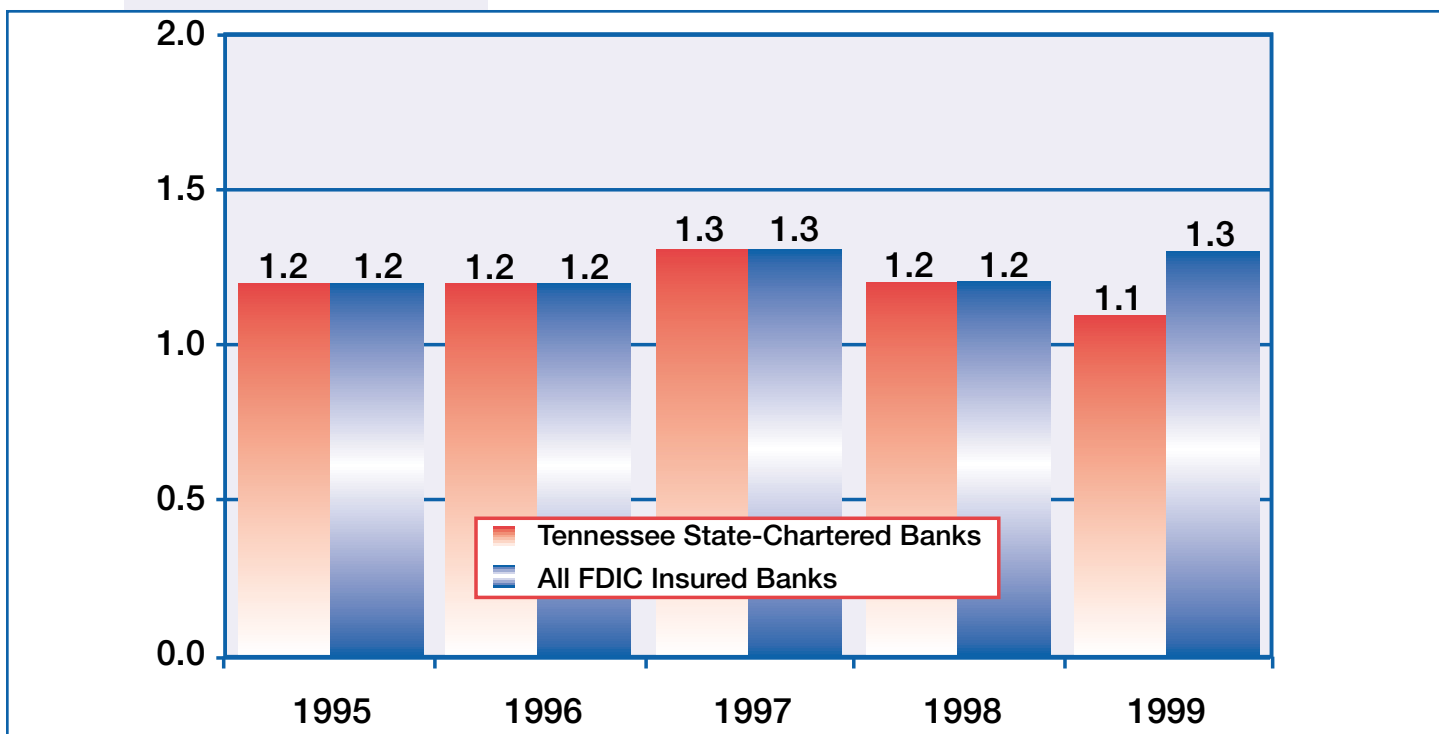
STATE-CHARTERED BANKS IN TENNESSEE



RETURN ON EQUITY



RETURN ON ASSETS



KEY BANK RATIOS

December 31, 1999

AVERAGE FOR TENNESSEE STATE-CHARTERED BANKS (Banks operating over 2 years)

Indicates Bank Strength

Core Capital (Leverage) Ratio9.81%

Indicates Bank Liquidity

Net Loans to Deposits76.66%

Net Loans to Assets65.49%

Indicates Bank's Ability to Absorb Loan Losses

Allowance for Loan and Lease Losses1.42%

Indicates Bank Stockholders' Return on Investment

Net Income to Average Total Equity11.80%

Indicates Bank Profitability

Net Income to Average Total Assets1.11%

STATE-CHARTERED BANKS

Consolidated Balance Sheet

(In Millions)

	Dec. 31, 1999	Dec. 31, 1998	\$ Change	% Change
ASSETS				
Cash and Due from Banks	912	870	42	4.83%
Securities	4,390	4,488	(98)	-2.18%
Federal Funds Sold and Securities Purchased				
Under Agreement to Resell	385	856	(471)	-55.02%
Total Loans and Leases	14,065	12,918	1,147	8.88%
Allowance for Loan and Lease Losses	(192)	(176)	(16)	9.09%
Assets held in Trading Accounts	-	-	-	-
Premises and Fixed Assets	470	436	34	7.80%
Other Real Estate Owned	37	26	11	42.31%
Investments in Unconsolidated Subsidiaries	50	44	6	13.64%
Customer Liabilities	-	-	-	-
Intangible Assets	42	50	(8)	-16.00%
Other Assets	348	291	57	19.59%
TOTAL ASSETS	20,507	19,803	704	3.56%
LIABILITIES				
Non-Interest Bearing Deposits	2,099	2,216	(117)	-5.28%
Interest Bearing Deposits	15,229	14,679	550	3.75%
TOTAL DEPOSITS	17,328	16,895	433	2.56%
Federal Funds Purchased and Securities				
Sold Under Repurchase Agreement	401	262	139	53.05%
Demand Notes Issued to the U. S. Treasury	3	-	3	100.00%
Trading Liabilities	-	-	-	-
Other Borrowed Money	701	542	159	29.34%
Banks Liability on Acceptances Outstanding	-	-	-	-
Subordinated Notes and Debentures	-	-	-	-
Other Liabilities	173	178	(5)	-2.81%
TOTAL LIABILITIES	18,606	17,877	729	4.08%
EQUITY CAPITAL				
Preferred Stock	10	11	(1)	-9.09%
Common Stock	175	161	14	8.70%
Surplus	523	460	63	13.70%
Undivided Profits	1,260	1,275	(15)	-1.18%
Accumulated Other Comprehensive Income	(67)	(19)	(86)	-452.63%
TOTAL EQUITY CAPITAL	1,901	1,926	(25)	-1.30%
TOTAL LIABILITIES AND EQUITY CAPITAL	20,507	19,803	704	3.56%

STATE-CHARTERED BANKS

Consolidated Income Statement

(In Millions)

	Dec. 31, 1999	Dec. 31, 1998	\$ Change	% Change
Interest Income	1,536	1,533	3	0.20%
Interest Expense	-692	-716	24	-3.35%
NET INTEREST INCOME	844	817	27	3.30%
Non-Interest Income	169	169	0	0.00%
Non-Interest Expense	-619	-578	-41	7.09%
Provision for Loan Losses	-67	-57	-10	17.54%
Securities Gains/Losses	0	4	-4	-100.00%
PRE-TAX NET INCOME	327	347	-28	-8.07%
Applicable Income Taxes	-104	-113	9	-7.96%
NET OPERATING INCOME	223	234	-19	-8.12%
Extraordinary Gains/Losses	0	0	0	0.00%
NET INCOME	223	234	-19	-8.12%
TOTAL CASH DIVIDENDS	134	95	39	41.05%

NATIONALLY-CHARTERED BANKS
Consolidated Balance Sheet

(In Millions)

	Dec. 31, 1999	Dec. 31, 1998	\$ Change	% Change
ASSETS				
Cash and Due from Banks	3,057	4,249	(1,192)	-28.05%
Securities	14,918	19,784	(4,866)	-24.60%
Federal Funds Sold and Securities Purchased				
Under Agreement to Resell	1,129	1,321	(192)	-14.53%
Total Loans and Leases	45,199	51,951	(6,752)	-13.00%
Allowance for Loan and Lease Losses	(638)	(740)	102	-13.78%
Assets held in Trading Accounts	493	678	(185)	-27.29%
Premises and Fixed Assets	1,178	1,312	(134)	-10.21%
Other Real Estate Owned	58	55	3	5.45%
Investments in Unconsolidated Subsidiaries	25	30	(5)	-16.67%
Customer Liabilities	58	71	(13)	-18.31%
Intangible Assets	2,075	1,483	592	39.92%
Other Liabilities	2,524	2,603	(79)	-3.03%
TOTAL ASSETS	70,076	82,797	(12,721)	-15.36%
LIABILITIES				
Non-Interest Bearing Deposits	6,643	11,347	(4,704)	-41.46%
Interest Bearing Deposits	40,995	48,300	(7,305)	-15.12%
TOTAL DEPOSITS	47,638	59,647	(12,009)	-20.13%
Federal Funds Purchased and Securities				
Sold Under Repurchase Agreement	7,855	8,697	(842)	-9.68%
Demand Notes Issued to the U. S. Treasury	3	58	(55)	-94.83%
Trading Liabilities	66	4	62	1550.00%
Other Borrowed Money	6,516	4,647	1,869	40.22%
Banks Liability on Acceptances Outstanding	58	71	(13)	-18.31%
Subordinated Notes and Debentures	551	639	(88)	-13.77%
Other Liabilities	1,625	2,043	(418)	-20.46%
TOTAL LIABILITIES	64,312	75,806	(11,494)	-15.16%
EQUITY CAPITAL				
Preferred Stock	0	0	0	0.00%
Common Stock	176	247	(71)	-28.74%
Surplus	2,323	2,573	(250)	-9.72%
Undivided Profits	3,463	4,107	(644)	-15.68%
Accumulated Other Comprehensive Income	(198)	(64)	(262)	-409.38%
TOTAL EQUITY CAPITAL	5,764	6,991	(1,227)	-17.55%
TOTAL LIABILITIES AND EQUITY CAPITAL	70,076	82,797	(12,721)	-15.36%

NATIONALLY-CHARTERED BANKS

Consolidated Income Statement

(In Millions)

	Dec. 31, 1999	Dec. 31, 1998	\$ Change	% Change
Interest Income	4701	5551	-850	-15.31%
Interest Expense	-2231	-2684	453	-16.88%
NET INTEREST INCOME	2470	2867	-397	-13.85%
Non-Interest Income	2298	2504	-206	-8.23%
Non-Interest Expense	-3127	-3524	397	-11.27%
Provision for Loan Losses	-157	-267	110	-41.20%
Securities Gains/Losses	-6	0	-6	-
PRE-TAX NET INCOME	1478	1580	-102	-6.46%
Applicable Income Taxes	-507	-567	60	-10.58%
NET OPERATING INCOME	971	1013	-42	-4.15%
Extraordinary Gains/Losses	0	0	0	0.00%
NET INCOME	971	1013	-42	-4.15%
TOTAL CASH DIVIDENDS	659	552	107	19.38%

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS STATE-CHARTERED BANKS

CITY	BANK	(A) Cash	(B) Invest- ments	(C) Total Loans	(D) Loan Loss Reserve	(E) Other Assets	Total Assets	(F) Total Deposits	(G) Other Liabilities	(H) Equity Capital	(I) Net Income
ADAMSVILLE	Bank of Adamsville	5,748	30,169	88,439	1,071	6,348	129,633	98,482	21,663	9,488	1,251
ADAMSVILLE	Farmers & Merchants Bank	3,284	5,837	17,897	250	1,267	28,035	22,301	3,034	2,700	167
ALAMO	Bank of Alamo	4,600	12,869	59,235	1,068	2,514	78,150	64,937	7,324	5,889	653
ASHLAND CITY	Community Bk & Trust Co. Cheatham Cty	900	10,841	4,368	55	1,256	17,310	10,729	34	6,547	(420)
ATWOOD	Citizens Bank & Trust Company	1,006	4,493	8,446	67	368	14,246	12,868	128	1,250	106
BARRETVILLE	Peoples Bank	11,417	129,907	186,482	1,997	12,505	338,314	265,958	26,406	45,950	4,989
BARTLETT	Bank of Bartlett	11,864	89,621	278,617	3,450	13,196	389,848	345,378	25,623	18,847	2,793
BELFAST	Bank of Belfast	1,532	2,723	17,215	264	415	21,621	19,419	130	2,072	213
BELLS	Bank of Crockett	3,694	19,193	43,675	559	2,903	68,906	59,654	2,694	6,558	896
BELLS	Bells Banking Company	1,174	12,547	13,067	190	638	27,236	23,488	478	3,270	313
BENTON	Benton Banking Company	3,540	9,788	56,172	764	3,612	72,348	63,176	2,810	6,362	706
BENTON	Peoples Bank of Polk County	1,113	6,982	13,462	170	812	22,199	19,710	163	2,326	136
BLOUNTVILLE	Tri-City Bank and Trust Co.	12,028	51,308	221,737	2,442	11,032	293,663	249,943	16,892	26,828	3,218
BOLIVAR	First South Bank	7,340	33,701	137,375	1,401	8,291	185,306	165,526	6,282	13,498	3,421
BOLIVAR	Bank of Bolivar	3,769	21,028	56,176	782	4,657	84,848	78,447	1,100	5,301	420
BRADFORD	Bank of Bradford	2,911	23,266	11,307	263	975	38,196	32,814	254	5,128	348
BRENTWOOD	Premier Bank of Brentwood	4,371	12,284	45,804	590	1,219	63,088	54,505	3,447	5,136	424
BRIGHTON	Brighton Bank	3,576	12,244	39,028	443	3,135	57,540	48,068	4,941	4,531	409
BROWNSVILLE	INSOUTH Bank	27,403	86,607	487,834	8,514	27,024	620,354	506,580	73,218	40,556	700
BYRDSTOWN	People's Bank and Trust Company	2,329	12,619	49,364	565	2,960	66,707	55,417	3,703	7,587	1,164
CAMDEN	Bank of Camden	6,223	54,468	62,350	1,002	5,156	127,195	113,324	1,081	12,790	1,453
CARTHAGE	Citizens Bank	11,325	117,762	241,555	1,527	9,261	378,376	302,648	3,499	72,229	8,084
CARTHAGE	Cumberland Bank	8,669	15,469	162,358	2,134	10,670	195,032	173,214	7,839	13,979	1,983
CARTHAGE	Community Bank of Smith County	1,158	6,364	23,612	246	2,050	32,938	28,233	1,175	3,530	209
CHAPEL HILL	First State Bank	1,169	10,600	15,843	210	591	27,993	23,120	177	4,696	389
CHATTANOOGA	First Volunteer Bank of TN	6,256	28,168	115,780	1,373	12,934	161,765	145,226	2,141	14,398	1,669
CHATTANOOGA	Cornerstone Community Bank	7,722	19,062	72,326	1,002	4,783	102,891	91,821	2,590	8,480	(141)
CLARKSVILLE	Farmers & Merchants Bank	17,384	66,436	227,976	4,422	26,165	333,539	305,349	4,000	24,190	2,020
CLARKSVILLE	Heritage Bank	10,282	26,076	197,551	2,940	15,497	246,466	202,536	26,085	17,845	2,968
CLARKSVILLE	Legends Bank	1,486	16,270	25,795	324	3,060	46,287	33,928	284	12,075	(455)
CLEVELAND	Cleveland Bank and Trust Company	9,264	88,521	166,653	3,372	8,544	269,610	229,014	21,445	19,151	4,487
CLEVELAND	The Bank/First Citizens Bank	9,716	78,559	183,460	2,660	10,742	279,817	231,792	27,666	20,359	3,560
CLEVELAND	Bank of Cleveland	8,829	10,677	96,529	1,280	7,812	122,567	107,680	1,376	13,511	2,126
CLEVELAND	Southern Heritage Bank	989	11,034	16,416	208	1,872	30,103	20,652	195	9,256	(759)
CLIFTON	Peoples Bank	1,737	12,604	50,704	667	3,227	67,605	56,349	5,757	5,499	813
CLINTON	Community Bank of East Tennessee	1,424	19,206	9,635	138	2,372	32,499	28,579	225	3,695	(317)
COLLIERVILLE	BankTennessee	8,423	7,868	163,032	1,865	10,553	188,011	152,300	24,573	11,138	1,874
COLUMBIA	Community First Bank & Trust	3,817	14,279	27,346	360	1,155	46,237	35,764	241	10,232	(1,020)
COOKEVILLE	Bank of Putnam County	6,040	68,778	88,677	955	6,125	168,665	154,524	1,267	12,874	2,435
COPPERHILL	First Bank of Polk County	1,812	15,200	78,693	1,398	2,968	97,275	88,010	1,151	8,114	1,560
CORDOVA	First Alliance Bank	238	3,415	4,156	52	891	8,648	2,871	44	5,733	(217)

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS STATE-CHARTERED BANKS

CITY	BANK	(A) Cash	(B) Invest- ments	(C) Total Loans	(D) Loan Loss Reserve	(E) Other Assets	Total Assets	(F) Total Deposits	(G) Other Liabilities	(H) Equity Capital	(I) Net Income
CORNERSVILLE	Farmer's Bank	4,333	17,722	47,500	1,017	3,688	72,226	60,822	4,130	7,274	396
COVINGTON	First State Bank	5,169	17,240	93,490	1,444	3,681	118,136	106,398	2,521	9,217	2,618
CROSSVILLE	Cumberland County Bank	4,244	46,021	58,777	523	2,519	111,038	101,176	1,432	8,430	1,729
DECATURVILLE	Decatur County Bank	2,320	29,826	32,214	639	3,922	67,643	53,723	6,442	7,478	503
DICKSON	Bank of Dickson	7,613	65,088	71,665	789	5,547	149,124	117,171	15,078	16,875	1,654
DRESDEN	Weakley County Bank	3,192	16,953	27,373	447	10,477	57,548	49,151	4,443	3,954	454
DUNLAP	Sequatchie County Bank	1,686	11,529	26,499	401	2,786	42,099	34,268	374	7,457	589
DUNLAP	Citizens Tri-County Bank	5,384	28,367	128,081	1,428	11,358	171,762	148,310	10,888	12,564	2,364
DYER	Farmers & Merchants Bank	1,959	18,534	26,448	365	1,827	48,403	41,519	3,115	3,769	533
DYER	Bank of Dyer	3,903	7,037	30,246	298	1,610	42,498	35,193	4,880	2,425	244
ELIZABETHTON	Citizens Bank	10,763	67,187	293,531	4,072	18,728	386,137	274,827	80,468	30,842	9,465
ELIZABETHTON	Carter County Bank of Elizabethton	9,089	41,025	110,307	1,238	3,921	163,104	146,951	2,413	13,740	3,274
ETOWAH	First Volunteer Bank of Southeast TN	1,400	5,882	21,288	266	1,599	29,903	26,972	293	2,638	433
FAYETTEVILLE	Lincoln County Bank	7,852	38,383	94,552	1,573	8,069	147,283	132,353	2,523	12,407	791
FRANKEWING	Bank of Frankewing	1,437	9,985	45,343	738	4,589	60,616	52,373	1,138	7,105	906
FRIENDSHIP	Bank of Friendship	5,002	16,754	68,529	966	1,644	90,963	76,344	7,225	7,394	741
GAINESBORO	Jackson Bank & Trust	4,252	26,700	106,150	1,054	8,737	144,785	115,558	17,675	11,552	1,512
GAINESBORO	Citizens Bank	3,418	14,530	25,024	629	1,864	44,207	38,822	359	5,026	247
GALLATIN	First Independent Bank	5,128	21,440	56,971	656	4,007	86,890	79,264	524	7,102	838
GATES	Gates Banking and Trust Company	802	11,811	15,853	250	995	29,211	26,198	289	2,724	326
GERMANTOWN	Nashoba Bank	3,692	14,670	121,461	1,206	3,293	141,910	119,785	12,540	9,585	1,017
GERMANTOWN	Trust One Bank	9,910	105,242	200,767	2,336	13,968	327,551	275,843	32,992	18,716	1,407
GERMANTOWN	Community Commercial Bank	1,838	19,601	59,129	740	2,768	82,596	65,454	7,797	9,345	(1,159)
GLEASON	Bank of Gleason	2,318	38,627	43,914	605	3,659	87,913	75,407	618	11,888	1,303
GREENEVILLE	Greene County Bank	44,555	27,668	557,229	10,332	35,453	654,573	528,473	65,375	60,725	9,234
GREENEVILLE	Andrew Johnson Bank	5,307	12,837	117,215	1,444	4,035	137,950	124,922	1,951	11,077	1,706
GREENFIELD	Greenfield Banking Company	1,741	15,562	23,638	657	1,473	41,757	36,516	471	4,770	454
HALLS	Bank of Halls	1,455	16,486	26,548	325	909	45,073	39,180	1,325	4,568	600
HALLS	Lauderdale County Bank	1,902	9,783	20,262	253	2,084	33,778	30,331	937	2,510	159
HARROGATE	Commercial Bank	6,880	27,706	145,985	1,913	10,623	189,281	150,423	21,291	17,567	2,331
HARTSVILLE	Citizens Bank	3,008	13,957	45,566	623	1,927	63,835	56,690	2,183	4,962	706
HENDERSON	First State Bank	4,627	70,957	58,469	500	3,359	136,912	113,642	1,255	22,015	1,816
HENDERSON	Chester County Bank	4,438	6,225	24,342	352	1,482	36,135	33,203	202	2,730	352
HOHENWALD	Lewis County Bank	2,820	11,830	28,129	470	2,661	44,970	37,832	2,310	4,828	711
HUNTINGDON	Carroll Bank and Trust	5,926	26,511	85,329	926	5,793	122,633	101,748	6,314	14,571	1,876
HUNTINGDON	Bank of Huntingdon	5,545	63,051	89,058	1,528	5,816	161,842	141,924	2,581	17,437	2,063
HUNTLAND	Bank of Huntland	1,967	2,306	19,380	287	1,725	25,091	21,269	760	3,062	324
JACKSBORO	First Volunteer Bank of East Tennessee	3,049	27,930	54,276	610	5,900	90,545	82,479	412	7,654	1,436
JACKSON	Bank of Jackson	2,011	9,302	34,100	426	1,263	46,250	37,649	1,548	7,053	221
JAMESTOWN	Union Bank	3,167	33,330	56,310	667	5,650	97,790	82,684	620	14,486	1,443
JAMESTOWN	First Volunteer Bank of Upper Cumberland	2,284	7,806	38,666	466	2,628	50,918	46,120	531	4,267	1,083
JASPER	Citizens State Bank	2,507	10,740	33,106	435	2,735	48,653	44,492	456	3,705	506
JEFFERSON CITY	First Peoples Bank of Tennessee	6,273	10,201	63,558	706	2,363	91,689	66,754	9,147	5,788	886

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS STATE-CHARTERED BANKS

CITY	BANK	(A) Cash	(B) Invest- ments	(C) Total Loans	(D) Loan Loss Reserve	(E) Other Assets	Total Assets	(F) Total Deposits	(G) Other Liabilities	(H) Equity Capital	(I) Net Income
JELICO	Union Bank	2,262	19,524	20,528	245	3,270	45,339	37,428	1,268	6,643	578
JOHNSON CITY	First Bank and Trust Company of TN	2,645	1,799	49,882	499	3,335	57,162	51,992	691	4,479	695
JOHNSON CITY	People's Community Bank	6,002	22,279	71,053	864	4,113	102,583	91,526	2,614	8,443	702
JOHNSON CITY	State of Franklin Savings Bank	2,907	36,702	114,701	1,081	5,970	159,199	133,912	13,675	11,612	1,255
KENTON	First State Bank	9,492	84,505	151,168	2,059	12,175	255,281	217,181	16,343	21,757	1,940
KINGSPORT	Bank of Tennessee	12,861	33,596	240,550	2,400	10,777	295,384	264,072	11,225	20,087	2,940
KNOXVILLE	BankFirst	27,681	78,977	472,548	5,782	42,963	616,387	479,669	88,525	48,193	6,439
KNOXVILLE	First Vantage Bank - Tennessee	12,481	27,375	140,884	1,560	4,512	183,692	149,855	14,410	19,427	2,036
LAFAYETTE	Citizens Bank of Lafayette	8,175	83,063	125,814	1,471	7,961	223,542	202,907	1,270	19,365	3,017
LAFAYETTE	Macon Bank and Trust Company	5,810	65,102	83,439	1,288	4,096	157,159	138,995	1,185	16,979	1,867
LAWRENCEBURG	First Volunteer Bank of Middle Tennessee	1,772	10,597	37,913	469	4,859	54,672	48,608	1,509	4,555	715
LEBANON	Wilson Bank and Trust	13,255	81,014	311,784	3,206	19,643	422,490	371,859	22,239	28,392	4,812
LENOIR CITY	First Central Bank	6,212	30,536	71,770	618	6,833	114,733	102,753	3,335	8,645	1,182
LEWISBURG	Peoples and Union Bank	4,795	37,843	103,415	1,117	2,987	147,923	136,954	1,242	9,727	2,185
LEXINGTON	First Bank	23,967	71,766	375,619	4,503	22,632	489,481	374,643	66,082	48,756	6,342
LIBERTY	Liberty State Bank	3,107	29,971	42,031	764	3,427	77,772	71,002	362	6,408	605
LIVINGSTON	Union Bank & Trust Company	3,096	32,478	29,215	907	4,398	68,280	58,856	3,056	6,368	1,432
LIVINGSTON	American Savings Bank	611	7,758	28,081	344	1,683	37,789	33,384	1,669	2,736	324
LOBELVILLE	Bank of Perry County	3,635	13,354	47,276	568	1,109	64,806	54,709	473	9,624	1,355
LYNCHBURG	Farmers Bank of Lynchburg	1,446	30,164	37,177	330	1,932	70,389	61,986	348	8,055	521
MADISONVILLE	Peoples Bank of Monroe County	1,965	11,277	35,093	603	3,163	50,895	44,835	193	5,867	57
MANCHESTER	Peoples Bank & Trust Company	2,785	21,153	22,502	277	3,026	49,189	43,208	1,316	4,665	436
MANCHESTER	Coffee County Bank	2,967	6,760	19,693	436	1,565	30,549	26,613	193	3,743	53
MARTIN	City State Bank	4,169	25,520	58,493	810	16,169	103,541	85,115	10,734	7,692	975
MARYVILLE	Citizens Bank of Blount County	9,538	91,653	163,127	2,011	7,023	269,330	235,492	9,332	24,506	3,674
MARYVILLE	The Home Bank of Tennessee	2,150	26,447	37,840	508	4,980	70,909	54,543	10,911	5,455	490
MASON	Bank of Mason	1,029	3,292	3,766	57	408	8,438	7,362	181	895	73
MAURY CITY	Planters Bank of Maury City	740	3,761	13,003	358	209	17,355	14,638	185	2,532	194
MAYNARDVILLE	First State Bank	3,743	13,812	19,245	301	2,158	38,657	33,267	366	5,024	355
MCKENZIE	McKenzie Banking Company	20,178	10,311	45,457	2,245	3,534	77,235	69,340	507	7,388	1,128
MEDINA	Medina Banking Company	1,839	13,268	12,395	196	907	28,213	24,320	165	3,728	231
MEMPHIS	Tri-State Bank of Memphis	7,837	37,737	62,614	912	4,342	111,618	98,755	1,032	11,831	1,062
MEMPHIS	Independent Bank	2,775	37,004	120,118	1,457	4,644	163,084	140,235	6,165	16,684	(825)
MEMPHIS	MemphisFirst Community Bank	817	5,267	6,583	81	479	13,065	9,246	99	3,720	(598)
MILAN	Bank of Milan	2,299	11,250	47,066	810	3,908	63,713	49,385	9,500	4,828	450
MORRISTOWN	Union Planters Bank of the Lakeway Area	2,808	23,333	144,196	2,608	6,639	174,368	141,909	17,265	15,194	3,316
MOSCOW	Bank of Moscow	1,478	4,629	30,922	243	1,060	37,846	32,607	1,328	3,911	496
MOUNTAIN CITY	Farmers State Bank	4,138	37,907	53,781	833	2,389	97,382	84,588	497	12,297	1,167
MOUNTAIN CITY	Johnson County Bank	2,220	9,979	52,001	345	3,184	67,039	53,784	7,360	5,895	763
MUNFORD	Munford Union Bank	4,576	21,979	59,655	743	5,737	91,204	79,339	4,072	7,793	1,481
MURFREESBORO	Rutherford Bank and Trust	2,431	7,490	33,359	421	2,768	45,627	41,091	357	4,179	182
MURFREESBORO	Bank of Murfreesboro	2,955	28,406	65,297	817	6,850	102,691	85,695	5,509	11,487	351
NASHVILLE	Citizens Savings Bank and Trust Co.	1,914	10,219	24,487	357	818	37,081	33,968	457	2,656	154

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS STATE-CHARTERED BANKS

CITY	BANK	(A) Cash	(B) Invest- ments	(C) Total Loans	(D) Loan Loss Reserve	(E) Other Assets	Total Assets	(F) Total Deposits	(G) Other Liabilities	(H) Equity Capital	(I) Net Income
NASHVILLE	Community Bank	4,357	6,481	84,728	850	3,316	98,032	82,152	9,476	6,404	347
NASHVILLE	The Bank of Nashville	11,483	78,274	205,511	4,062	5,919	297,125	236,924	31,821	28,380	3,070
NASHVILLE	Capital Bank & Trust Company	3,504	24,921	104,928	1,330	4,270	136,293	101,065	16,169	19,059	1,038
NEW TAZEVELL	Citizens Bank	5,833	32,288	83,707	697	4,474	125,605	98,320	16,338	10,947	1,302
NEWBERN	Security Bank	8,655	37,245	83,611	1,088	5,568	133,991	109,815	12,549	11,627	968
OAK RIDGE	TNBANK	1,656	14,373	48,826	663	1,553	65,745	57,605	2,495	5,645	310
OAKLAND	Oakland Deposit Bank	4,867	8,532	42,948	364	4,645	60,628	52,846	3,781	4,001	671
ONEIDA	First Trust and Savings Bank	2,711	9,466	50,331	825	3,169	64,852	57,949	1,234	5,669	907
OOLTEWAH	Community Trust & Banking Company	956	5,896	10,093	160	1,181	17,966	11,256	184	6,526	(668)
PARIS	Commercial Bank and Trust Company	13,600	48,288	227,208	4,075	14,437	299,458	266,540	3,665	29,253	3,881
PARIS	Security Bank and Trust Company	3,036	20,397	70,524	695	3,084	96,346	88,729	591	7,026	1,297
PARSONS	Farmers Bank	2,083	9,249	22,696	255	1,584	35,357	31,269	1,266	2,822	276
PARSONS	Citizens State Bank	3,040	10,593	31,846	558	2,558	47,479	42,571	719	4,189	809
PIGEON FORGE	Tennessee State Bank	12,850	68,091	215,106	3,254	19,313	312,106	254,212	35,128	22,766	4,011
PORTLAND	Farmers Bank	10,041	65,318	126,667	1,748	10,241	210,519	178,471	13,235	18,813	3,000
PORTLAND	Volunteer State Bank	8,396	28,215	79,812	1,082	5,626	120,967	105,537	3,466	11,964	1,568
RIPLEY	Bank of Ripley	5,060	51,097	68,521	725	6,829	130,782	106,091	8,095	16,596	1,091
ROGERSVILLE	Citizens Bank of East Tennessee	8,031	27,364	67,592	842	6,147	108,292	94,913	6,753	6,626	880
ROGERSVILLE	First Community Bank of East TN	7,517	9,947	93,311	939	6,645	116,481	86,711	19,777	9,993	1,224
RUTLEDGE	Citizens Bank & Trust Company	7,463	25,119	87,098	1,259	4,333	122,754	100,216	708	21,830	2,071
SARDIS	Peoples Bank	939	10,287	16,896	233	1,099	28,988	25,141	491	3,356	295
SAVANNAH	Hardin County Bank	6,406	31,381	112,719	842	7,651	157,315	141,019	2,743	13,553	1,866
SAVANNAH	Central Bank	6,397	12,600	59,610	716	2,695	80,586	66,645	6,584	7,357	841
SELMER	Home Banking Company	1,372	10,454	21,221	294	1,612	34,365	31,365	539	2,461	244
SEVIERVILLE	Sevier County Bank	8,188	125,592	100,146	1,614	6,122	238,434	210,220	1,034	27,180	2,761
SHARON	Bank of Sharon	3,878	25,560	74,140	852	17,919	120,645	100,214	13,081	7,350	672
SHELBYVILLE	First Community Bank of Bedford County	6,529	38,194	83,310	1,333	4,827	131,527	114,142	4,173	13,212	1,945
SMITHVILLE	DeKalb Community Bank	2,348	10,330	38,561	395	2,537	53,381	47,892	1,683	3,806	334
SOMERVILLE	Somerville Bank & Trust Company	6,080	35,878	119,567	899	4,563	165,189	144,891	1,123	19,175	2,452
SPENCER	Citizens Bank of Spencer	2,779	9,064	14,561	478	1,028	26,954	23,067	433	3,454	290
SPRING CITY	First Bank of Tennessee	5,775	14,735	72,185	690	3,026	95,031	80,143	4,369	10,519	1,944
TAZEVELL	First Claiborne Bank	6,786	73,123	110,149	1,317	9,953	198,694	182,393	900	15,401	1,454
TOONE	Merchants & Planters Bank	4,743	25,922	68,307	1,002	4,111	102,081	88,440	5,293	8,348	877
TRENTON	Bank of Commerce	799	12,427	64,463	623	1,601	78,667	60,516	12,778	5,373	800
TRENTON	Citizens City & County Bank	1,361	6,514	16,277	229	2,290	26,213	23,129	214	2,870	65
TREZEVANT	Farmer's and Merchant's Bank	3,197	7,457	59,865	668	3,423	73,274	61,080	6,906	5,288	749
TULLAHOMA	American City Bank of Tullahoma	6,506	24,050	62,926	456	5,021	98,047	88,460	2,264	7,323	1,659
UNION CITY	Reelfoot Bank	6,830	9,693	78,058	1,250	7,916	101,247	90,220	2,220	8,807	565
WARTBURG	Citizens First Bank	2,347	2,379	29,215	377	2,240	35,804	31,758	493	3,553	400
WAYNESBORO	Bank of Waynesboro	2,787	36,834	37,447	1,462	2,453	78,059	69,302	689	8,068	562
WAYNESBORO	Wayne County Bank	3,837	17,310	85,202	2,502	5,737	109,587	85,868	8,028	15,688	1,801
WINCHESTER	Citizens Community Bank	3,277	12,344	50,852	789	3,625	69,309	59,419	2,013	7,877	1,315
WOODLAND MILLS	Farmers Bank	587	8,148	6,221	107	291	15,140	13,207	73	1,860	123

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS STATE-CHARTERED BANKS

	(A) Cash	(B) Invest- ments	(C) Total Loans	(D) Loan Loss Reserve	(E) Other Assets	Total Assets	(F) Total Deposits	(G) Other Liabilities	(H) Equity Capital	(I) Net Income
Totals:	912,178	4,775,472	14,064,928	191,743	945,957	20,506,792	17,327,896	1,277,780	1,901,116	223,394

FOOTNOTES:

(A) Cash - Includes currency/coin, both interest-bearing and non-interest bearing balances due from depository institutions; (B) Investments - Investments owned includes securities, federal funds sold, and securities purchased under agreements to resell; (C) Total Loans - Includes all loans and lease financing receivables, net of unearned income; (D) Loan Loss Reserve - Allowance for loan and lease losses; (E) Other Assets - Includes premises and fixed assets, trading assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customer's liability to bank on acceptances outstanding, intangible assets, and assets not reportable elsewhere; (F) Total Deposits - Includes all interest bearing and non-interest bearing customer deposits held; (G) Other Liabilities - Includes federal funds purchased, securities sold under agreements to repurchase, demand notes issued to US Treasury, other money, mortgage indebtedness, and obligations under capitalized leases, bank's liability on acceptances outstanding, and all other liabilities; (H) Equity Capital - Includes preferred stock, common stock, surplus, undivided profits, and all other capital reserves net of accumulated other comprehensive i

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

NATIONAL BANKS HEADQUARTERED IN TENNESSEE

(In Thousands)

BANK	CITY	TOTAL ASSETS	TOTAL ASSETS
		Dec. 31, 1999	Dec. 31, 1998
First National Bank and Trust Company	Athens	195,711	196,070
Citizens National Bank of Athens	Athens	270,271	235,752
First National Bank of Centerville	Centerville	97,891	101,056
SunTrust Bank	Chattanooga	1,515,234	1,606,665
First Farmers & Merchants National Bank	Columbia	618,994	569,655
Rhea County National Bank	Dayton	68,200	70,935
First Citizens National Bank	Dyersburg	472,008	363,447
Erwin National Bank	Erwin	76,150	79,230
Franklin National Bank	Franklin	429,969	348,482
SunTrust Bank	Knoxville	2,285,407	2,022,421
First National Bank of La Follette	La Follette	144,534	136,961
Peoples National Bank of La Follette	La Follette	102,711	104,459
First Bank of East Tennessee, N.A.*	La Follette	-	90,360
First National Bank	Lenoir City	248,160	253,225
Community National Bank of Tennessee	Lexington	39,500	38,241
First National Bank of the Cumberlands	Livingston	248,273	220,945
First National Bank of Manchester	Manchester	99,080	93,210
First National Bank of McMinnville	McMinnville	263,649	242,984
First Tennessee Bank	Memphis	17,486,723	17,786,233
National Bank of Commerce	Memphis	5,575,042	3,913,429
Union Planters Bank	Memphis	32,684,807	27,406,926
Enterprise National Bank	Memphis	201,907	177,479
EFS National Bank	Memphis	444,028	327,594
First American National Bank**	Nashville	-	20,359,042
SunTrust Bank	Nashville	5,038,651	4,665,781
National Bank of Newport	Newport	118,027	111,232
First National Bank of Oneida	Oneida	137,985	128,652
First National Bank of Pikeville	Pikeville	56,150	54,074
SunTrust Bank	Pulaski	338,957	346,836
First National Bank of Pulaski	Pulaski	278,592	274,090
Citizens National Bank	Sevierville	338,036	307,075
Mountain National Bank	Sevierville	55,987	18,722
First National Bank of Tullahoma	Tullahoma	62,654	67,471
Traders National Bank of Tullahoma	Tullahoma	83,099	78,391
TOTAL		70,076,387	82,797,125

* Merged with Union Planters Bank, N.A., effective July, 1999

**Merged with AmSouth Bank, Birmingham, AL, effective December, 1999

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

OUT OF STATE BANKS OPERATING BRANCHES IN TENNESSEE

(Dollar Amount in thousands)

BANK NAME	HOME OFFICE	NUMBER OF OFFICES IN TN June 30, 1999	NUMBER OF OFFICES IN TN June 30, 1998	TOTAL TN DEPOSITS June 30, 1999 (in Thousands)	TOTAL TN DEPOSITS June 30, 1998 (in Thousands)
ALABAMA					
AmSouth	Birmingham	28	28	847,402	856,855
Colonial Bank	Montgomery	5	5	88,862	91,413
Community Bank	Blountville	2	2	31,930	37,697
Regions Bank	Birmingham	41	24	963,347	535,352
SouthTrust Bank, N.A.	Birmingham	11	11	234,525	289,242
KENTUCKY					
Home Federal Bank, FSB	Middlesboro	1	1	27,550	26,422
Middlesboro Federal Bank, FSB	Middlesboro	1	1	12,925	0
Peoples 1st National Bank*	Paducah	0	2	0	42,365
MISSISSIPPI					
BanCorpSouth Bank	Tupelo	30	31	824,782	750,118
NEW JERSEY					
Synergy Federal Savings Bank	Cranford	1	0	8,466	0
NORTH CAROLINA					
First Union National Bank	Charlotte	47	47	1,829,336	1,788,548
NationsBank, N.A.**	Charlotte	110	113	4,606,059	4,602,603
OHIO					
Firststar Bank, N.A.	Cincinnati	19	18	352,403	386,080
TOTALS		296	283	9,827,587	9,406,695
<p>* Merged without Assistance into Union Planters Bank, N.A., effective August 13, 1999</p> <p>** Merged without Assistance into Bank of America, N.A., effective July 23, 1999</p>					

STATE-CHARTERED TRUST COMPANIES
Consolidated Balance Sheet

(To nearest thousand)

ASSETS	Dec. 31, 1999	Dec. 31, 1998	\$ Change	% Change
Cash and Due from Banks	4,743	8,786	-4,043	-46%
Securities and Investments	15,266	15,015	251	2%
Premises and Fixed Assets	1,453	961	492	51%
Other Assets	15,035	4,031	11,004	273%
TOTAL ASSETS	36,497	28,793	7,704	27%
LIABILITIES				
Other Liabilities	4,867	3,105	1,762	57%
TOTAL LIABILITIES	4,867	3,105	1,762	57%
Unrestricted Assets	200	180	20	11%
Temporarily Restricted Assets	17	14	3	21%
Permanently Restricted Assets	8	0	8	100%
EQUITY CAPITAL				
Preferred Stock	414	414	0	0%
Common Stock	3,250	2,807	443	16%
Less: Treasury Stock	-230	-105	-125	119%
Surplus	19,270	19,872	-602	-3%
Undivided Profits	9,075	2,807	6,268	223%
Deferred Compensation	-341	-272	-69	25%
Unrealized Gains and (Losses)	-33	-29	-4	14%
TOTAL EQUITY CAPITAL	31,405	25,494	5,911	23%
TOTAL LIABILITIES AND EQUITY CAPITAL	36,497	28,793	7,704	27%

STATE-CHARTERED TRUST COMPANIES

Consolidated Balance Sheet

(To nearest thousand)

	Dec. 31, 1999	Dec. 31, 1998	\$ Change	% Change
Fee Income	41,583	29,268	12,315	42.1%
NET FEE INCOME	41,583	29,268	12,315	42.1%
Other Income	1,249	580	669	115.3%
TOTAL INCOME	42,832	29,848	12,984	43.5%
Operating Expenses	24,639	17,621	7,018	39.8%
Advisor/Consulting Fees	11,371	7,730	3,641	47.1%
Interest Expense	0	11	-11	-100.0%
Inter-Company Expense (Credit)	-231	16	-247	-1,543.8%
Securities (Gains) and Losses	17	-13	30	-230.8%
TOTAL OPERATING EXPENSES	35,796	25,365	10,431	41.1%
Pre-Tax Net Operating Income	7,036	4,483	2,553	56.9%
Applicable Income Taxes	1,267	-1,665	-398	-23.9%
Non-Operating Expenses	194	-68	126	185.3%
NET OPERATING INCOME	5,575	2,750	2,825	102.7%
Extraordinary Gains/Losses	0	0	0	0.0%
NET INCOME	5,575	2,750	2,825	102.7%
TOTAL CASH DIVIDENDS	357	357	0	0.0%

TENNESSEE CHARTERED TRUST COMPANIES CONSOLIDATED INCOME STATEMENT

(To nearest thousand)

INSTITUTION	CITY	(A) Cash	(B) Invest- ments	(C) Other Assets	(D) Total Assets	(E) Other Liabilities	(F) Equity Capital	(G) Net Income	(H) Total Assets Under Management	(I) Common/ Collective	(J) Number of Funds
Independence Trust Company	FRANKLIN	41	854	312	1,207	31	1,175	27	243,954	37,184	2
BankFirst Trust Company	KNOXVILLE	1,047	0	119	1,166	6	1,160	160	338,806		
Meridian Trust and Investment Company	KNOXVILLE	343	0	478	820	86	734	10	225,007		
The Trust Company of Knoxville	KNOXVILLE	254	472	700	1,426	225	1,200	126	744,865	165,031	14
Central Trust Company	MEMPHIS	135	0	380	515	641	-126	290	(K)		
Diversified Trust Company	MEMPHIS	43	139	1,245	1,426	163	1,263	838	806,743	342,492	10
First Mercantile Trust Company	MEMPHIS	1,088	0	2,320	3,408	598	2,811	1,695	1,201,994	1,185,007	62
First Southern Trust Company	MEMPHIS	6	0	2,557	2,562	466	2,097	137	(K)		
Investment Counsel and Trust Company (L)	MEMPHIS	20	0	81	101	13	88	22	25,493		
Morgan Trust Company (M)	MEMPHIS	27	10,843	70	10,940	11	10,930	75	262,797		
Bradford Trust Company (N)	NASHVILLE	0	2,950	1,640	4,593	286	4,306	357	914,714		
Equitable Trust Company	NASHVILLE	1,484	0	6,004	7,488	2,330	5,159	1,614	859,610		
Guardianship and Trusts Corporation (N)	NASHVILLE	116	8	113	237	11	226(P)	18(Q)	7,556		
Sentinel Trust Company	NASHVILLE	139	0	469	608	0	608	224	53,565		
		4,743	15,266	16,488	36,497	4,867	31,405	5,575	5,685,104		

FOOTNOTES:

(A) Cash - Includes currency and coin, and both interest bearing and non-interest bearing balances due from depository institutions; (B) Investments - Investments owned; (C) Other Assets - Includes premises and fixed assets, investments in unconsolidated subsidiaries, intangible assets, and all other assets; (D) Total Assets - The sum of (A) through (C); (E) Other Liabilities - Includes all other liabilities; (F) Equity Capital - Includes preferred stock, common stock, surplus, undivided profits, and all other capital reserves net of any unrealized holding gains (losses) on available for sale securities; (G) Net Income - Income earned after all expenses, taxes, and extraordinary items; (H) Total Assets Under Management - Total Discretionary and Non-Discretionary Assets Under Management at market value; (I) Common/Collective Funds - Assets held in Common and/or Collective Investment Funds trustee by company at market value; (J) Number of Funds - Number of Common/Collective Funds; (K) Provides administrative services only for employee benefit plans; (L) Operates on a fiscal year ending June 30; (M) Operates on a fiscal year ending July 31; (N) Operates on a fiscal year ending May 31; (P) Net Assets; (Q) Not-for-profit trust company.

CREDIT UNION DIVISION



THE CREDIT UNION DIVISION

This Division is responsible for supervision and examination of each state-chartered credit union. Like their counterparts in the Bank Division, credit union examiners perform safety and soundness examinations of each credit union and determine compliance with governing laws and regulations. Credit union examiners perform evaluations of each credit union's assets, liabilities, income, and expenses in order to assess the solvency of the credit union. They also investigate consumer complaints involving credit unions.

In 1999, all out-of-date or unnecessary Credit Union Bulletins were removed to lessen regulatory burden. All active Credit Union Bulletins were posted on the Department's Web Page.

A Field-of-Membership database was established. Field-of-Membership and other by-law approvals increased by four percent with a fourteen percent reduction in the number of days to process these approvals.

In the area of examinations, surveys were conducted and feedback received regarding departmental and examination communications. Also, we increased the frequency of examination of "3" or above CAMEL rated credit unions to every six months. By doing this, the result was a forty-three percent decrease in the number of "3" rated credit unions. Our examiner job descriptions were revised and approved by the Department of Personnel. We are proud that one of our credit union examiners was the recipient of the Talmadge B. Gilley Award of Merit for being one of the Outstanding Departmental Employees of the Year.

In other areas, we maintained our NASCUS accreditation status for 1999, held our semi-annual meetings of the Commissioner's Task Force, and our weekly staff meetings with our Legal Division.

Our final achievement for 1999, was the successful Millennium rollover with no Y2K disruptions or failures.

NEW CHARTERS AND CORPORATE REORGANIZATIONS

MERGERS

DATE OF MERGER

NAME OF INSTITUTION

3-25-99	Dixie Group Federal Credit Union merged with Dupont Community Credit Union, Hixson, Tennessee
3-31-99	Kingsport Postal and Federal Employees Credit Union merged with Municipal Employees Credit Union, Kingsport, Tennessee
5-1-99	Times Printing Company Credit Union merged with Tennessee Valley Federal Credit Union, Chattanooga, Tennessee
10-29-99	Super Savings Credit Union merged with First South Credit Union, Memphis, Tennessee

NAME CHANGES

DATE OF CHANGE

NAME OF INSTITUTION

3-19-99	Hospital Employees Credit Union changed its name to The Saints Credit Union of Memphis
6-11-99	Clarksville Memorial Hospital Credit Union changed its name to Gateway Credit Union
7-1-99	Municipal Employees Credit Union changed its name to First Kingsport Credit Union

CHARTER CONVERSIONS

12-1-99	Provident Credit Union converted to a Federal Charter and changed its name to Unum Provident Federal Credit Union
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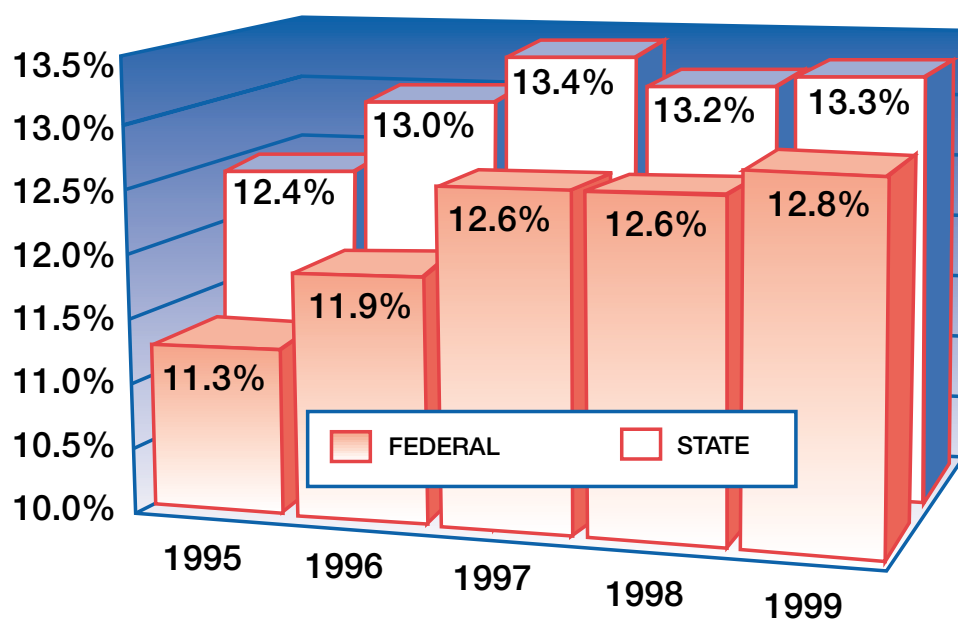
CUSO's

DATE APPROVED

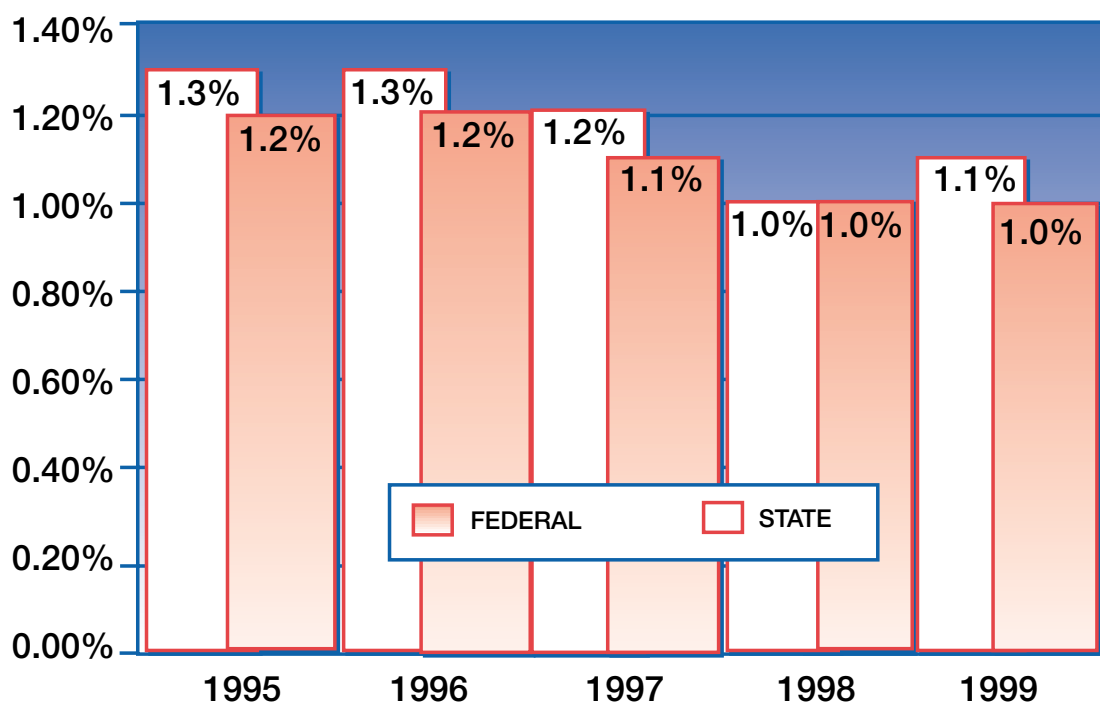
NAME OF CUSO

11-16-99	MEMBER'S Financial Group, CUSO for Tennessee Telco Credit Union
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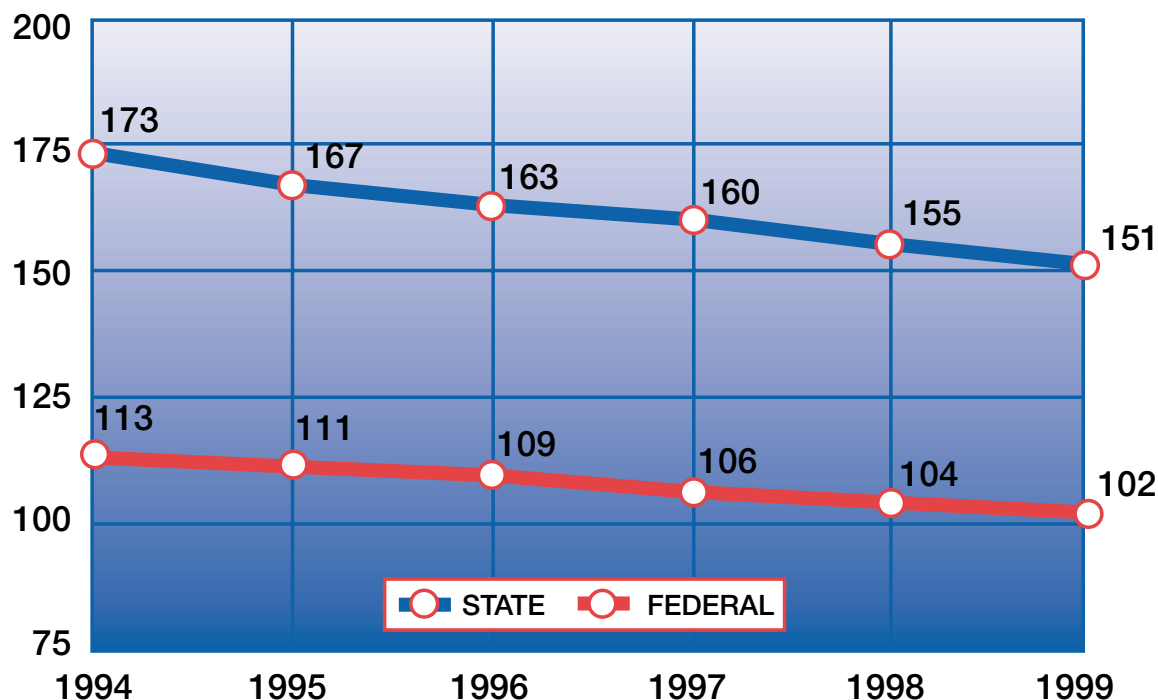
CAPITAL TO ASSET RATIOS FOR TENNESSEE CREDIT UNIONS



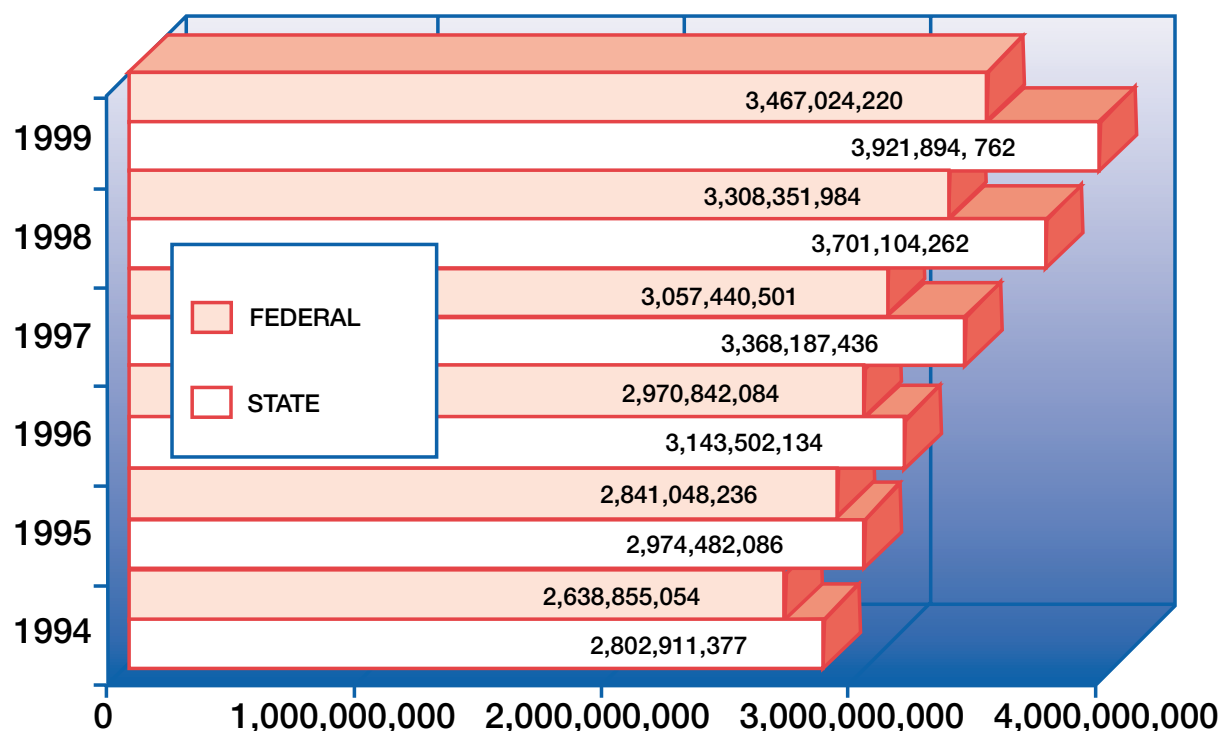
RETURN ON ASSETS



NUMBER OF CREDIT UNIONS IN TENNESSEE



CREDIT UNION ASSETS IN TENNESSEE



KEY RATIOS FOR STATE-CHARTERED CREDIT UNIONS

	December 31, 1999	December 31, 1998
RATIO DESCRIPTION		
CAPITAL ADEQUACY		
Capital/Total Assets	13.3%	13.2%
Net Capital/Total Assets	12.8%	12.8%
Total Delinquent Loans/Capital	3.1%	3.3%
Solvency Evaluation (Estimated)	115.6%	114.9%
Classified Assets (Estimated)/Capital	3.7%	3.4%
ASSET QUALITY		
Delinquent Loans/Total Loans	0.6%	0.6%
Net Charge-Offs/Average Loans	0.3%	0.4%
Fair (Market) Value/Book Value (HTM invests)	97.9%	99.5%
Accumulated Unreal G-L On AFS/CST of Invest AFS	-2.5%	0.2%
Delinquent Loans/Assets	0.4%	0.4%
EARNINGS		
Return on Average Assets	1.1%	1.0%
Gross Income/Average Assets	8.1%	8.3%
Cost of Funds/Average Assets	3.4%	3.5%
Net Margin/Average Assets	4.7%	4.7%
Operating Expense/Average Assets	3.4%	3.4%
Provision For Loan Losses/Average Assets	0.3%	0.3%
Net Interest Margin/Average Assets	3.8%	3.9%
Operating Expense/Gross Income	42.7%	41.7%
Fixed Assets and Oreos/Total Assets	2.0%	1.9%
Net Operation Expense/Average Assets	2.8%	2.9%
ASSET/LIABILITY MANAGEMENT		
Net Long-Term Assets/Total Assets	29.6%	26.0%
Reg Shares/Total Shares & Borrowings	31.0%	32.8%
Total Loans/Total Shares	81.3%	78.0%
Total Loans/Total Assets	68.2%	67.0%
Cash + Short-Term Investments/Assets	19.8%	21.2%
Total Shares, Deposit & Borrowings/Earning Assets	102.3%	91.1%
Borrowings/Total Shares and Capital	2.4%	0.4%
Estimated Loan Maturity in Months	26.2%	25.3%
OTHER RATIOS		
Market Growth	3.6%	9.7%
Capital Growth	6.5%	8.1%
Net Capital Growth - Asset Growth	0.3%	-1.6%
Loan Growth	7.9%	10.0%
Asset Growth	6.0%	9.9%
Investment Growth	-36.6%	8.6%

KEY RATIOS FOR TENNESSEE FEDERAL CHARTERED CREDIT UNIONS

December 31, 1999
December 31, 1998
RATIO DESCRIPTION
CAPITAL ADEQUACY

Capital/Total Assets	12.8%	12.6%
Net Capital/Total Assets	12.4%	12.2%
Total Delinquent Loans/Capital	2.8%	3.4%
Solvency Evaluation (Estimated)	114.8%	114.1%
Classified Assets (Estimated)/Capital	3.2%	3.2%

ASSET QUALITY

Delinquent Loans/Total Loans	0.5%	0.6%
Net Charge-Offs/Average Loans	0.3%	0.5%
Fair (Market) Value/Book Value (HTM invests)	98.1%	100.3%
Accumulated Unreal G-L On AFS/CST of Invest AFS	-1.8%	0.4%
Delinquent Loans/Assets	0.4%	0.4%

EARNINGS

Return on Average Assets	1.0%	1.0%
Gross Income/Average Assets	7.9%	8.1%
Cost of Funds/Average Assets	3.4%	3.6%
Net Margin/Average Assets	4.5%	4.5%
Operating Expense/Average Assets	3.3%	3.2%
Provision For Loan Losses/Average Assets	0.3%	0.3%
Net Interest Margin/Average Assets	3.7%	3.7%
Operating Expense/Gross Income	41.5%	39.8%
Fixed Assets and Oreos/Total Assets	2.1%	2.1%
Net Operation Expense/Average Assets	2.7%	2.7%

ASSET/LIABILITY MANAGEMENT

Net Long-Term Assets/Total Assets	24.5%	21.7%
Reg Shares/Total Shares & Borrowings	38.7%	38.6%
Total Loans/Total Shares	78.4%	76.4%
Total Loans/Total Assets	67.8%	66.2%
Cash + Short-Term Investments/Assets	15.4%	20.0%
Total Shares, Deposit and Borrows/Earning Assets	96.7%	92.4%
Borrowings/Total Shares & Capital	0.3%	0.3%
Estimated Loan Maturity in Months	24.8%	24.6%

OTHER RATIOS

Market Growth	4.6%	8.3%
Capital Growth	6.6%	8.5%
Net Capital Growth - Asset Growth	1.8%	0.3%
Loan Growth	7.3%	3.9%
Asset Growth	4.8%	8.2%
Investment Growth	-15.5%	16.1%

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

STATE-CHARTERED CREDIT UNIONS CONSOLIDATED BALANCE SHEET

(In Actual Numbers)

	December 31, 1999	December 31, 1998	\$ Change	% Change
ASSETS:				
Unsecured Credit Card Loans	122,026,100	118,773,576	3,252,524	2.74%
All Other unsecured Loans	245,818,613	257,630,257	-11,811,644	-4.58%
New Auto Loans	542,015,681	521,766,380	20,249,301	3.88%
Used Auto Loans	557,729,444	505,951,760	51,777,684	10.23%
1st Mortgage Real Estate Loans	851,211,051	742,201,695	109,009,356	14.69%
Other Real Estate Loans	233,618,173	216,549,160	17,069,013	7.88%
Leases Receivable /1	1,155,557	N/A	N/A	-
Other Member Loans	116,759,577	113,986,518	2,773,059	2.43%
All Other Loans	3,559,560	1,781,825	1,777,735	99.77%
TOTAL LOANS	2,673,893,756	2,478,641,171	195,252,585	7.88%
ALLOWANCE FOR LOAN LOSSES	19,134,316	16,718,642	2,415,674	14.45%
CASH	495,701,469	108,898,294	386,803,175	355.20%
INVESTMENTS:				
U.S. Government Obligations	38,099,247	46,679,645	-8,580,398	-18.38%
Federal Agency Securities	375,904,990	371,569,275	4,335,715	1.17%
All Mutual Funds	10,301,961	32,793,899	-22,491,938	-68.59%
Total MCSD and PIC In Corporate	18,493,296	23,672,668	-5,179,372	-21.88%
Corporate Central (Certificate of Deposit)	49,311,612	303,582,025	-254,270,413	-83.76%
Banks and S&Ls (Certificate of Deposit)	107,711,640	180,923,069	-73,211,429	-40.47%
DEP IN and Loans to other Credit Unions	3,558,549	5,460,166	-1,901,617	-34.83%
All Other Investments	27,874,364	31,685,033	-3,810,669	-12.03%
TOTAL INVESTMENTS	631,255,659	996,365,780	-365,110,121	-36.64%
Land and Building (NET of DEP)	56,692,038	52,539,719	4,152,319	7.90%
Other Fixed Assets	18,158,980	17,295,361	863,619	4.99%
Other Real Estate Owned	1,813,707	638,807	1,174,900	183.92%
Share INS CAP Deposit	29,924,871	27,779,410	2,145,461	7.72%
Other Assets	33,588,598	35,664,362	-2,075,764	-5.82%
TOTAL ASSETS	3,921,894,762	3,701,104,262	220,790,500	5.97%
TOTAL CREDIT UNIONS	151	155	-4	-2.58%

1/ Data Not Available Prior To 1999

STATE-CHARTERED CREDIT UNIONS CONSOLIDATED BALANCE SHEET

(In Actual Numbers)

	December 31, 1999	December 31, 1998	\$ Change	% Change
LIABILITIES:				
Promissory And Other Notes Payable	90,752,096	16,077,358	74,674,738	464.5%
Reverse Repo Agreement	0	0	-	-
Subordinated CDCU Debt	0	0	-	-
Uninsured Second Capital	0	0	-	-
Dividend/Interest Payable	11,058,081	12,004,625	-946,544	-7.9%
Accounts Payable and Liabilities	27,516,094	24,966,498	2,549,596	10.2%
TOTAL LIABILITIES	129,326,271	53,048,481	76,277,790	143.8%
SAVINGS/EQUITY:				
Share Drafts	341,779,389	328,869,396	12,909,993	3.9%
Regular Shares	1,046,751,151	1,045,668,487	1,082,664	0.1%
Money Market Shares	537,431,121	504,068,740	33,362,381	6.6%
Share Certificates	975,866,387	920,592,446	55,273,941	6.0%
IRA/KEOGH Accounts	320,527,519	314,920,066	5,607,453	1.8%
All Other Shares	65,171,540	58,159,369	7,012,171	12.1%
Non-Member Deposits	3,405,218	3,585,882	-180,664	-5.0%
TOTAL SAVINGS	3,290,932,334	3,175,864,387	115,067,947	3.6%
Regular Reserves	159,324,028	148,169,893	11,154,135	7.5%
Investment Valuation Reserve	1,000	0	1,000	
Unrealized G/L A-F-S SEC Gains	-9,273,560	850,424	-10,123,984	-1190.5%
Other Reserves	72,904,868	69,756,552	3,148,316	4.5%
Undivided Earnings	278,679,822	253,414,525	25,265,297	10.0%
Net Income	N/A	N/A	N/A	
EQUITY TOTAL	501,636,158	472,191,394	29,444,764	6.2%
TOTAL SAVINGS/EQUITY	3,792,568,492	3,648,055,781	144,512,711	4.0%
TOTAL LIABILITIES/SAVINGS/EQUITY	3,921,894,762	3,701,104,262	220,790,500	6.0%
NCUA INSURED SAVINGS:				
Uninsured Shares	184,797,120	167,242,850	17,554,270	10.5%
Uninsured Non-Member Deposits	571,026	518,531	52,495	10.1%
Tot Uninsured Shares & Deposits	185,368,146	167,761,381	17,606,765	10.5%
Insured Shares & Deposits	3,105,564,188	3,008,103,006	97,461,182	3.2%

STATE-CHARTERED CREDIT UNIONS CONSOLIDATED INCOME STATEMENT

(In Actual Numbers)

	December 31, 1999	December 31, 1998	\$ Change	% Change
INTEREST INCOME:				
Interest on Loans	214,961,126	205,408,654	9,552,472	4.7%
Less Interest Refund	1,240,418	1,336,807	-96,389	-7.2%
Income from Investments	58,073,176	57,728,056	345,120	0.6%
Income from Trading	5,970	26,591	-20,621	-77.5%
TOTAL INTEREST INCOME	271,799,854	261,826,494	9,973,360	3.8%
INTEREST EXPENSE:				
Dividends	73,616,432	73,024,608	591,824	0.8%
Interest on Deposits	52,490,946	51,808,222	682,724	1.3%
Interest on Borrowed Money	3,189,138	417,808	2,771,330	663.3%
TOTAL INTEREST EXPENSE	129,296,516	125,250,638	4,045,878	3.2%
Provision for Loan Losses	11,239,467	9,663,486	1,575,981	16.3%
NET INTEREST INCOME AFTER PLL	131,263,871	126,912,370	4,351,501	3.4%
NON-INTEREST INCOME:				
Fee Income	24,171,058	20,567,918	3,603,140	17.5%
Other Operating Income	11,359,731	9,474,639	1,885,092	19.9%
Gain (Loss) on Investments	105,521	444,578	-339,057	-76.3%
Gain (Loss) on Disposal of Assets	25,240	211,671	-186,431	-88.1%
Other Non-Operating Income/Expense	4,740,782	209,496	4,531,286	2162.9%
TOTAL NON-INTEREST INCOME	40,402,332	30,908,302	9,494,030	30.7%
NON-INTEREST EXPENSE:				
Employee Compensation and Benefits	67,346,855	62,659,548	4,687,307	7.5%
Travel, Conference Expense	2,085,721	1,858,317	227,404	12.2%
Office Occupancy	8,552,699	7,851,674	701,025	8.9%
Office Operation Expense	28,368,678	25,851,306	2,517,372	9.7%
Educational and Promotion	3,499,026	3,560,415	-61,389	-1.7%
Loan Servicing Expense	4,505,159	4,266,485	238,674	5.6%
Professional, Outside Service	9,144,734	8,155,623	989,111	12.1%
Member Insurance	2,573,438	2,663,504	-90,066	-3.4%
Operating Fees	1,458,494	1,401,853	56,641	4.0%
Miscellaneous Operating Expense	3,575,318	3,455,301	120,017	3.5%
TOTAL NON-INTEREST EXPENSE	131,110,122	121,724,026	9,386,096	7.7%
NET INCOME:	40,556,081	36,096,646	4,459,435	12.4%
Required Transfer to State Reserve	8,612,366	8,953,903	-341,537	-3.8%
Net Reserve Transfer	3,696,069	5,740,000	-2,043,931	-35.6%
Net Income (Loss) After Net Reserve Transfer	36,860,012	30,356,646	6,503,366	21.4%
Additional Transfer to Reserve	2,853,252	5,423,270	-2,570,018	-47.4%
Adjusted Net Income (Loss)	34,006,760	24,933,376	9,073,384	36.4%

FEDERAL-CHARTERED CREDIT UNIONS CONSOLIDATED BALANCE SHEET

(In Actual Numbers)

	December 31, 1999	December 31, 1998	\$ Change	% Change
ASSETS:				
Unsecured Credit Card Loans	129,870,440	134,424,937	-4,554,497	-3.39%
All Other Unsecured Loans	224,808,444	215,569,587	9,238,857	4.29%
New Auto Loans	489,205,462	461,703,774	27,501,688	5.96%
Used Auto Loans	491,126,750	435,666,977	55,459,773	12.73%
First Mortgage Real Estate Loans	769,379,490	704,737,368	64,642,122	9.17%
Other Real Estate Loans	149,025,190	135,063,391	13,961,799	10.34%
Leases Receivable /1	8,325,569	N/A	N/A	-
Other Member Loans	86,777,576	101,168,536	-14,390,960	-14.22%
All Other Loans	2,448,817	3,198,478	-749,661	-23.44%
TOTAL LOANS	2,350,967,738	2,191,533,048	159,434,690	7.28%
ALLOWANCE FOR LOAN LOSSES	14,081,942	13,336,327	745,615	5.59%
CASH	235,197,783	106,063,258	129,134,525	121.75%
INVESTMENTS:				
U.S. Government Obligations	18,000,704	33,116,904	-15,116,200	-45.64%
Federal Agency Securities	454,538,863	385,924,756	68,614,107	17.78%
All Mutual Funds	26,454,828	21,471,813	4,983,015	23.21%
Total MCSD and PIC In Corporate	16,770,442	14,474,474	2,295,968	15.86%
Corp. Central (Certificate of Deposit)	104,473,138	227,212,460	-122,739,322	-54.02%
Banks and S&Ls (Certificate of Deposit)	117,225,437	206,463,294	-89,237,857	-43.22%
DEP IN & Loans to Other Credit Unions	9,009,576	7,405,478	1,604,098	21.66%
All Other Investments	14,210,105	3,639,978	10,570,127	290.39%
TOTAL INVESTMENTS	760,683,093	899,709,157	-139,026,064	-15.45%
Land and Building (NET of DEP)	58,554,262	55,462,595	3,091,667	5.57%
Other Fixed Assets	15,505,543	14,773,999	731,544	4.95%
Other Real Estate Owned	127,452	223,185	-95,733	-42.89%
Share INS CAP Deposit	27,548,373	25,489,484	2,058,889	8.08%
Other Assets	32,521,918	28,433,585	4,088,333	14.38%
TOTAL ASSETS	3,467,024,220	3,308,351,984	158,672,236	4.80%
TOTAL CREDIT UNIONS	102	104	-2	-1.92%

1/ Data Not Available Prior To 1999

FEDERAL-CHARTERED CREDIT UNIONS CONSOLIDATED BALANCE SHEET

(In Actual Numbers)

	December 31, 1999	December 31, 1998	\$ Change	% Change
LIABILITIES:				
Promissory and Other Notes Payable	9,687,294	9,579,959	107,335	1.1%
Reverse Repo Agreement	0	0	-	-
Subordinated CDCU Debt	0	0	-	-
Uninsured Second Capital	0	0	-	-
Dividend and Interest Payable	13,062,621	12,865,212	197,409	1.5%
Accounts Payable and Liabilities	13,890,411	12,827,420	1,062,991	8.3%
TOTAL LIABILITIES	36,640,326	35,272,591	1,367,735	3.9%
SAVINGS/EQUITY:				
Share Drafts	351,343,803	338,073,825	13,269,978	3.9%
Regular Shares	1,163,840,515	1,112,523,217	51,317,298	4.6%
Money Market Shares	302,802,505	282,198,446	20,604,059	7.3%
Share Certificates	801,188,906	763,823,682	37,365,224	4.9%
IRA/KEOGH Accounts	344,610,894	335,096,877	9,514,017	2.8%
All Other Shares	35,067,128	36,082,728	-1,015,600	-2.8%
Non-Member Deposits	1,487,492	1,886,539	-399,047	-21.2%
TOTAL SAVINGS	3,000,341,244	2,869,685,317	130,655,927	4.6%
Regular Reserves	130,102,124	124,244,773	5,857,351	4.7%
Investment Valuation Reserve	0	0		
Unrealized G/L A-F-S SEC Gains	-6,344,111	1,368,121	-7,712,232	-563.7%
Other Reserves	36,451,429	40,861,758	-4,410,329	-10.8%
Undivided Earnings	269,833,208	236,919,424	32,913,784	13.9%
Net Income	N/A	N/A	N/A	N/A
EQUITY TOTAL	430,042,650	403,394,076	26,648,574	6.6%
TOTAL SAVINGS/EQUITY	3,430,383,894	3,273,079,393	157,304,501	4.8%
TOTAL LIABILITIES/SAVINGS/EQUITY	3,467,024,220	3,308,351,984	158,672,236	4.8%
NCUA INSURED SAVINGS:				
Uninsured Shares	140,721,124	125,038,327	15,682,797	12.5%
Uninsured Non-Member Deposits	81,630	660,139	-578,509	-87.6%
Tot Uninsur Shares and Deposits	140,802,754	125,698,466	15,104,288	12.0%
Insured Shares and Deposits	2,859,538,490	2,743,986,851	115,551,639	4.2%

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

FEDERAL-CHARTERED CREDIT UNIONS CONSOLIDATED INCOME STATEMENT

(In Actual Numbers)

	December 31, 1999	December 31, 1998	\$ Change	% Change
INTEREST INCOME:				
Interest on Loans	185,224,614	182,022,872	3,201,742	1.8%
Less Interest Refund	138,323	599,138	-460,815	-76.9%
Income from Investments	52,547,455	49,338,145	3,209,310	6.5%
Income from Trading	0	0	-	-
TOTAL INTEREST INCOME	237,633,746	230,761,879	6,871,867	3.0%
INTEREST EXPENSE:				
Dividends	113,420,846	112,756,086	664,760	0.6%
Interest on Deposits	0	0	-	-
Interest on Borrowed Money	605,210	685,358	-80,148	-11.7%
TOTAL INTEREST EXPENSE	114,026,056	113,441,444	584,612	0.5%
Provision for Loan Losses	8,597,621	10,916,224	-2,318,603	-21.2%
NET INTEREST INCOME AFTER PLL	115,010,069	106,404,211	8,605,858	8.1%
NON INTEREST INCOME:				
Fee Income	20,849,403	17,972,296	2,877,107	16.0%
Other Operating Income	8,938,411	8,048,012	890,399	11.1%
Gain (Loss) on Investments	477,437	190,139	287,298	151.1%
Gain (Loss) on Disposal of Assets	60,257	209,702	-149,445	-71.3%
Other Non-Operating Income/Expense	609,663	341,347	268,316	78.6%
TOTAL NON-INTEREST INCOME	30,935,171	26,761,496	4,173,675	15.6%
NON-INTEREST EXPENSE:				
Employee Compensation and Benefits	54,682,208	50,614,904	4,067,304	8.0%
Travel, Conference Expense	1,629,098	1,578,280	50,818	3.2%
Office Occupancy	7,584,248	6,754,268	829,980	12.3%
Office Operation Expense	23,702,377	21,601,717	2,100,660	9.7%
Educational and Promotion	3,127,854	2,966,781	161,073	5.4%
Loan Servicing Expense	3,632,634	3,430,256	202,378	5.9%
Professional, Outside Service	11,047,808	9,825,481	1,222,327	12.4%
Member Insurance	2,233,031	2,441,673	-208,642	-8.5%
Operating Fees	893,699	826,713	66,986	8.1%
Miscellaneous Operating Expense	2,548,031	2,284,061	263,970	11.6%
TOTAL NON-INTEREST EXPENSE	111,080,988	102,324,134	8,756,854	8.6%
NET INCOME:	34,864,252	30,841,573	4,022,679	13.0%
Required Transfer to State Reserve	7,714,846	7,376,184	338,662	4.6%
Net Reserve Transfer	2,921,087	1,735,215	1,185,872	68.3%
Net Income (Loss) After Net Reserve Transfer	31,943,165	29,106,358	2,836,807	9.7%
Additional Transfer to Reserve	832,896	2,011,429	-1,178,533	-58.6%
Adjusted Net Income (Loss)	31,110,269	27,094,929	4,015,340	14.8%

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

STATE-CHARTERED CREDIT UNIONS

CREDIT UNION NAME	ADDRESS	CITY	ZIP	PHONE	CEO/MANAGER	# OF FULL-TIME EMP.	# OF MEMBERS	TOTAL ASSETS
A.U.B. EMPLOYEES	P. O. BOX 689	ATHENS	37371-0689	(423) 745-5020	VAUGHN, MYRL K	0	209	634,949
AFG EMPLOYEES	P. O. BOX 929	KINGSPORT	37662	(423) 229-7335	ALLEN JR., GLEN E	9	3,474	12,385,490
ALADDIN EMPLOYEES	703 MURFREESBORO RD.	NASHVILLE	37210	(615) 748-3395	WOODALL, KAREN W	6	1,670	9,208,430
ALLIED PRINTERS/IBEW 846	P.O. BOX 4008	CHATTANOOGA	37405	(423) 267-7609	BAKER, JACK	3	1,130	4,074,985
AMERICAN SAVINGS	P.O. BOX 27019	MEMPHIS	38167	(901) 358-4496	ASHFORD, ERNIE	43	21,010	41,590,655
AMERICAN UNIFORM	1007 KEITH ST., NW	CLEVELAND	37311	(423) 472-2300	INSCORE, CHERYL B	4	2,462	5,689,476
APCO EMPLOYEES	2000 TELlico AVE.	ATHENS	37303	(423) 507-2214	NELSON, CAROLYN D	0	550	1,393,167
APPLIANCE	P. O. BOX 2790	CLEVELAND	37320	(423) 479-5511	WOODY, RAMONA S	4	2,552	6,253,622
AQUA GLASS EMPLOYEES	INDUSTRIAL PARK,	ADAMSVILLE	38310	(901) 901-6322	FINLEY, FRANKIE B	1	874	777,241
AVERITT EXPRESS S.A.	P.O. BOX 3166	COOKEVILLE	38502-3166	(931) 520-5164	LEE, GARY S	0	4,350	4,678,808
BAPTIST HOSPITAL	2010 CHURCH ST., STE. 204	NASHVILLE	37203	(615) 284-5403	TENPENNY, PAM N	8	3,346	10,966,547
BCBST EMPLOYEES	801 PINE ST.	CHATTANOOGA	37402	(423) 755-5903	ARMSTRONG, BILLIE	3	2,183	4,554,972
BETHLEHEM COMMUNITY DEV.	P.O. BOX 2131	CHATTANOOGA	37409	(423) 266-2384	MORTON, RODERICK H	1	209	771,542
BLAZER	P.O. BOX 2310	CLEVELAND	37320	(423) 476-6534	HAMILTON, CONNIE L	1	617	905,764
BLUE FLAME	665 MAINSTREAM DR.	NASHVILLE	37228	(615) 734-1750	KIRBY, FAYE H	2	650	2,543,542
BOWATERS EMPLOYEES	P.O. BOX 359	CALHOUN	37309-0359	(423) 336-7268	BROCK, CHARLES T	22	8,727	76,367,895
BRISTOL TN ELECTRIC SYSTEM	P.O. BOX 549	BRISTOL	37621	(423) 968-1526	HUTCHINSON, SHARON	0	262	892,253
BRISTOL TN TEACHERS	615 EDMONT AVE.	BRISTOL	37620	(423) 968-7975	FARMER, ADRAIN F	1	594	2,612,744
BROCK EMPLOYEES	P. O. BOX 22427	CHATTANOOGA	37422	(423) 510-7234	MORROW, GENEVA S	1	562	1,558,607
CANEY FORK COOP	P.O. BOX 272	MCMINNVILLE	37111	(931) 473-3116	RIGSBY, MARVIN	0	184	300,866
CARTA EMPLOYEES	1617 WILCOX BLVD.	CHATTANOOGA	37406	(423) 622-8477	ELSEA, YVONNE	0	367	672,873
CECO OF MILAN	9159 TELECOM DR.	MILAN	38358-3425	(901) 686-4218	KRAUSE, DENNIS E	1	344	565,903
CEMC EMPLOYEES	P.O. BOX 3300	CLARKSVILLE	37043	(931) 645-2481	VON PALKO, LORI L	0	450	2,054,504
CHATTANOOGA FED. EMP	P.O. BOX 22205	CHATTANOOGA	37422	(423) 892-3738	RADKE, KENNETH A	7	2,679	21,779,533
CITY EMPLOYEES	1720 WESTERN AVE.	KNOXVILLE	37921	(423) 594-8300	PRESSLEY, LARRY D	15	5,353	40,551,413
CITY EMPLOYEES	100 EAST 11TH ST., RM. 106	CHATTANOOGA	37402	(423) 757-5210	RENEGAR, RALPH M	6	2,447	8,697,853
CITY OF MEMPHIS	2608 AVERY AVE.	MEMPHIS	38112-4896	(901) 321-1200	BROXTERMAN, JERRY	46	15,416	112,413,196
COLLEGE DALE	P.O. BOX 2098	COLLEGE DALE	37315	(442) 339-6210	WHITE, RANDALL W	15	5,543	22,130,227
COLUMBIA REGIONAL	142 BEAR CREEK PK.	COLUMBIA	38401	(931) 388-6914	JONES, REBECCA M	4	1,841	7,918,661
CONSUMER	311 CCI BLVD.	GREENEVILLE	37745	(423) 639-6131	MILLER, SAM	31	19,103	78,382,730
CO-OP EMPLOYEE	P.O. BOX 3003	LAVERGNE	37086	(615) 793-8366	HURT, PHYLLIS	1	983	2,365,340
COVENANT HEALTH	702 19TH ST.	KNOXVILLE	37916	(423) 541-1615	MONTGOMERY, REBECCA B	11	5,252	16,036,227
C. U. FOR ROBERTSON COUNTY	2416 MEMORIAL BLVD.	SPRINGFIELD	37172	(615) 384-1514	MASON, WANDA E	7	3,850	9,768,320
D.H.S.	400 DEADERICK ST.	NASHVILLE	37248	(615) 313-5585	BROOKS, SHERRIE M	4	2,655	6,185,351
D.O.T.	J.K. POLK BLDG., STE. 300	NASHVILLE	37243-1070	(615) 741-6340	TOLLESON, DIANA	3	2,084	3,590,322
DIXIE LINE	567 VERITAS ST.	NASHVILLE	37211	(615) 331-5122	CROWL, RON	3	1,429	5,284,364
DOBBS EMPLOYEES S.A.	5100 POPLAR AVE.	MEMPHIS	38137	(901) 766-3824	SMITH, BOB	4	4,803	6,395,954
DREMCO	P. O. BOX 89	SHELBYVILLE	37162	(931) 684-4621	MARTIN, JAMES H	0	444	2,029,563
DUPONT COMMUNITY	P. O. BOX 1058	HIXSON	37343	(423) 875-6955	FOSTER, KENDALL G	30	14,057	56,936,678
DUPONT MEMPHIS PLANT	P.O. BOX 27321	MEMPHIS	38127	(901) 358-3796	ALLEN, SUE	4	2,068	12,783,178
DYERSBURG	P.O. BOX 506	DYERSBURG	38025-0506	(901) 286-0152	DAVIDSON, SHARON B	6	2,796	5,750,727
EASTMAN	P.O. BOX 1989	KINGSPORT	37662	(423) 229-8200	JONES, OLAN O	147	43,799	824,750,283
EDUCATORS	P.O. BOX 120729	NASHVILLE	37212	(615) 385-1616	WOOD, SARAH P	73	25,464	114,703,549
ELECTRIC SERVICE	P.O. BOX 24117	NASHVILLE	37202-4117	(615) 747-3801	MCKEEVER, MICHAEL H	11	3,168	34,209,041
EMPLOYEE RESOURCES	100 HANNON DR.	LAWRENCEBURG	38464	(931) 762-0115	HARDY, RANDALL K	7	3,248	14,186,611
EMPLOYEES' CREDIT ASSOCIATION	P.O. BOX 731, STE. 148	NASHVILLE	37202-0731	(615) 367-7283	ELAM, PHILLIP W	23	8,576	24,845,126
EMPLOYMENT SECURITY	500 JAMES ROBERTSON PKWY., SUITE. 730	NASHVILLE	37245	(615) 741-2142	BLAZER, MARCIA	6	2,104	11,367,888
EPB EMPLOYEES	1500 McCALLIE AVE.	CHATTANOOGA	37404	(423) 629-3413	FREEMAN, NADINE H	6	2,383	19,700,005
EPCO	P.O. BOX 1219	SHELBYVILLE	37162	(931) 684-3596	MARVIN, MCBEE	27	8,704	54,192,560

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

CREDIT UNION NAME	ADDRESS	CITY	ZIP	PHONE	CEO/MANAGER	# OF FULL-TIME EMP.	# OF MEMBERS	TOTAL ASSETS
FIRST KINGSPORT	408 CLAY ST.	KINGSPORT	37660	(423) 229-9463	BOLING, BEVERLY L	10	2,905	15,367,506
FIRST SOUTH	6471 STAGE RD., STE. 200	BARTLETT	38134	(901) 873-2300	ESRAEL, DR. W. CRAIG	107	49,359	200,580,486
FREE PRESS	400 EAST 11TH ST.	CHATTANOOGA	37403	(423) 757-6259	KELLEY, JANICE M	1	477	2,218,900
FULTON	100 NORTH 17TH ST.	KNOXVILLE	37921	(423) 637-0112	WILLOCKS, JAMES W	24	6,863	31,302,781
GALLATIN STEAM PLANT	1499 STEAM PLANT RD.	GALLATIN	37066	(615) 230-4073	THOMASON, JANICE K	1	674	3,963,036
GATEWAY	202 UFFELMAN DR.	CLARKSVILLE	37043	(931) 551-8271	MELTON, ROSE	5	1,509	5,189,549
GOLDSMITH EMPLOYEES	4545 POPLAR AVE.	MEMPHIS	38117-4420	(901) 766-4123	PUGH, PATRICIA A	1	392	477,428
GREATER EASTERN	2110 MOUNTCASTLE DR.	JOHNSON CITY	37604	(423) 283-4300	CONSTABLE, EMMA H	7	2,979	18,044,259
GREENEVILLE CITY EMP.	200 NORTH COLLEGE ST.	GREENEVILLE	37745	(423) 639-0907	HIXSON, ELIZABETH A	1	715	3,415,981
GREENEVILLE WORKS EMP. S.A.	P.O. BOX 1790	GREENEVILLE	47745	(423) 787-2420	COAKLEY, WILLIE (BILLIE) R	0	441	1,360,998
H.I.S. BRUCETON S.A.	126 LEXINGTON ST.	BRUCETON	38317	(901) 586-2211	FRENCH, KAREN C	1	378	1,039,655
HAPPY VALLEY	P.O. BOX 1838	ELIZABETHTON	37644	(423) 542-6078	BARTZ, BILLIE C	9	4,258	16,493,839
HARDIN COUNTY HOSPITAL EMP.	2006 WAYNE RD.	SAVANNAH	38372	(901) 925-4954	DEBERRY, BETTY	0	231	485,485
HEALTH SYSTEMS	4005 NORTH BROADWAY	KNOXVILLE	37917	(423) 689-6152	HAWKINS, GAIL H	4	1,763	5,347,070
HEALTHCARE SERVICES	975 EAST THIRD ST.	CHATTANOOGA	37403	(423) 242-4728	TANT, SUSAN M	8	3,307	8,062,226
HOLLEY	P.O. BOX 398	PARIS	38242	(901) 644-9031	WALKER, JOE N	8	3,623	11,040,796
HOLLISTON MILLS EMP.	P.O. BOX 478	KINGSPORT	37662	(423) 357-6141	LAWS, BRENDA J	1	374	1,574,467
HOLSTON VALLEY	216 WEST RAVINE RD.	KINGSPORT	37660-1823	(423) 246-1922	TUELL, SAM K	4	3,038	8,725,087
HURD EMPLOYEES	P.O. BOX 2157	GREENEVILLE	37744	(423) 639-4371	PICKERING, KATHY	1	505	1,924,345
ILLINOIS CENTRAL EMP.	2005 NONCONNAH BLVD., STE. 7	MEMPHIS	38132	(901) 332-2686	CALAWAY, LINDA P	2	1,613	4,947,477
INLAND CONTAINER	P.O. BOX 1795	ELIZABETHTON	37644	(423) 542-9191	BIRCHFIELD, WANDA	1	213	1,357,157
JACK DANIELS EMPLOYEE	P.O. BOX 199	LYNCHBURG	37352	(931) 759-6157	DAVENPORT, BARBARA L	2	943	7,097,756
JACKSON CITY & COUNTY EMP.	P.O. BOX 7625	JACKSON	38302	(901) 427-8095	ADAY, RHONDA	4	1,719	3,774,964
JEFFERSON COUNTY EDUCATORS	P.O. BOX 1044	DANDRIDGE	37725	(865) 397-2075	BROWN, JOHN A	0	472	502,456
JOHN DEERE EMPLOYEES	3003 AIRWAYS BLVD., STE. 709	MEMPHIS	38131	(901) 345-5548	CLARK, JIM D	2	664	5,948,360
JOHN SEVIER TVA EMP.	611 HIGHWAY 70	ROGERSVILLE	37857	(423) 272-7266	LONG, WANDA W	3	1,330	4,855,599
JOHNSON CITY FED. EMP.	P.O. BOX 833	JOHNSON CITY	37605-0833	(423) 928-8682	PICKLE, WAYNE	0	134	395,693
JOHNSONVILLE TVA EMP.	209 HWY. 641 NORTH	CAMDEN	38320	(901) 584-7238	WILSON, C. BYRON	15	5,812	29,506,030
KIMBERLY CLARK	1520 NORTH SECOND ST.	MEMPHIS	38107	(901) 521-4646	BROXTERMAN, SARA S	22	9,126	55,901,634
KINGSPORT PRESS	528 WEST CENTER ST.	KINGSPORT	37660-3660	(423) 378-9292	SALYER, DEBORAH H	18	5,787	26,946,221
KINGSTON TVA EMPLOYE	174 SWAN POND RD.	HARRIMAN	37748	(865) 717-2188	BARLOW, JUNE M	1	805	2,434,259
KNOX COUNTY EMPLOYE	400 MAIN AVE., RM. 368	KNOXVILLE	37902	(423) 215-2364	BRAWLEY, TERRI L	3	1,750	4,538,815
KNOXVILLE NEWS-SENTINEL EMP.	204 WEST CHURCH AVE.	KNOXVILLE	37902	(423) 521-8153	COOPER, MARYANNE	2	772	5,775,925
KNOXVILLE POST OFFICE	P.O. BOX 12779	KNOXVILLE	37912	(423) 688-2424	CHILDS, LINDA J	20	6,540	28,948,077
KNOXVILLE TVA EMPLOYE	P.O. BOX 15994	KNOXVILLE	37901	(423) 544-5400	STONE, BOB	148	62,971	301,654,690
L.M.P.C.O. EMPLOYEES CREDIT ASSN.	119 HAMLETT ST.	LEXINGTON	38351	(901) 968-8746	SANDERS, RHONDA J	1	1,164	1,226,947
LAKE SIDE EMPLOYEES	DRAWER 418	NEW JOHNSONVILLE	37134	(931) 535-3752	WILLIAMS, DARRY F	13	3,434	26,434,309
LANGSTON BAG CO. EMP. S.A.	P.O. BOX 60	MEMPHIS	38101	(901) 774-4440	BANDY, MIKE	0	56	40,133
LEADERS CREDIT UNION	P.O. BOX 3548	JACKSON	38303-3548	(901) 664-1784	SWIMS, TODD L	26	11,893	40,263,016
LEAGUE CENTRAL	P.O. BOX 3658	CHATTANOOGA	37404	(423) 629-2551	COOPER, WILLIAM J	20	12,947	22,588,173
LEON-FERENBACH EMPLOYEES	P.O. BOX 450	JOHNSON CITY	37605-0450	(423) 434-5037	PETERSON, HAZEL C	0	104	104,621
LIFEWAY	127 NINTH AVE., NORTH	NASHVILLE	37234-0193	(615) 251-2089	HOLDER, JAMES R	6	2,859	22,275,744
LOWLAND	1045 SOUTH CUMBERLAND ST.	MORRISTOWN	37813	(423) 581-8345	WALL, GERALDINE G	20	9,420	35,705,720
M.P.D. EMPLOYEES	200 JAMES ROBERTSON PKWY.	NASHVILLE	37201	(615) 242-5461	HOLT, NANCY	4	1,766	6,892,633
MADISON COUNTY IND. PARK C.A.	822 WHITEHALL	JACKSON	38301	(901) 427-0212	RIAL, KERRY	2	1,564	1,546,565
MARYVILLE MUNICIPAL	321 WEST BROADWAY AVE.	MARYVILLE	37801	(865) 984-4072	BOYLE, TOM	3	1,133	5,803,270
MAURY EDUCATORS	5021 - B1 TROTWOOD AVE.	COLUMBIA	38401	(931) 388-3689	HINES, RONALD E	4	1,648	5,589,385
MAURY PROGRESSIVE	P.O. BOX 1879	COLUMBIA	38402-1879	(931) 381-3196	INGRAM, PATRICIA K	4	1,820	4,982,481
MCKEE BAKING CO. EMPLOYEES	P.O. BOX 3301	COLLEGE DALE	37315	(423) 396-3141	HOOPER, LISA L	7	4,860	10,272,200
MCNAIRY COUNTY EDUCATIONAL	P.O. BOX 412	SELMER	38375	(901) 645-3267	KISER, BEA	0	277	208,822
MCQUIDDY	711 SPENCE LN.	NASHVILLE	37217	(615) 366-6565	BERLIN, JENNIE	0	96	261,533

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

CREDIT UNION NAME	ADDRESS	CITY	ZIP	PHONE	CEO/MANAGER	# OF FULL-TIME EMP.	# OF MEMBERS	TOTAL ASSETS
MEDICAL CENTER	400 N. STATE OF FRANKLIN RD.	JOHNSON CITY	37604	(423) 431-6714	LYONS, AGGIE	6	3,131	6,429,351
MEDED	205 HAYES ST.	CROSSVILLE	38555	(931) 456-6599	PRATT, BILLIE E	5	1,758	7,451,233
MEMBERS 1ST	P.O. BOX 703	MORRISTOWN	37815-0703	(423) 317-9611	SHELTON, JOHN R	12	4,484	18,692,471
MEMORIAL	1317 HICKORY VALLEY RD.	CHATTANOOGA	37421	(423) 855-1770	UNDERWOOD, CAROL H	9	3,734	8,763,094
MEMPHIS AREA TEACHER	7845 HWY. 64	MEMPHIS	38133	(901) 385-5200	ALGEE, RAY P	167	72,407	340,682,875
MEMPHIS PUBLISHING CO. EMP.	495 UNION AVE.	MEMPHIS	38103	(901) 529-2760	ARICK, ROBERT B	5	1,466	9,413,335
METRO EMPLOYEES	700 2ND AVE. SOUTH	NASHVILLE	37210	(615) 862-6697	GRAY, JEFFERY A	6	3,219	10,396,473
METROPOLITAN TEACHER	1605 JEFFERSON ST.	NASHVILLE	37208	(615) 321-4622	JENNINGS, REBECCA L	0	870	2,054,366
N.G.H.	1818 ALBION ST.	NASHVILLE	37208	(615) 341-4455	SHAUB, JULIE M	7	1,876	5,630,084
NASHVILLE FIREMEN'S	P.O. BOX 60567	NASHVILLE	37206	(615) 226-3473	MCCASKILL, BETTIE H	4	1,640	8,892,859
NASHVILLE MEMORIAL HOSPITAL	612 WEST DUE WEST AVE.	MADISON	37115	(615) 865-3471	TANNER, LINDA T	3	2,250	10,549,380
NASHVILLE POST OFFICE	P.O. BOX 291233	NASHVILLE	37229	(615) 871-4221	MCCAIN, PATRICIA A	14	4,997	54,724,050
NEWSPAPER AND PRINTERS	1100 BROADWAY	NASHVILLE	37203	(615) 259-8310	SAMPLES, DOROTHY J	1	822	2,483,908
NORTHEAST COMMUNITY	980 WEST E ST.	ELIZABETHTON	37643	(423) 547-3820	CAMPBELL, KATHY T	19	6,806	33,463,466
O.M.C. EMPLOYEES	P.O. BOX 248	CHARLESTON	37310	(423) 336-4331	GREGG, VIRGINIA S	2	1,702	17,480,898
OLAN MILLS S.A.	P.O. BOX 23456	CHATTANOOGA	37422	(423) 629-8372	PHelps, BRENDA R	2	1,387	4,744,933
OLD HICKORY	P.O. BOX 431	OLD HICKORY	37138	(615) 847-4043	WEBBER III, THOMAS H	86	32,500	134,117,299
OLIVET BAPTIST	3084 SOUTHERN AVE.	MEMPHIS	38111	(901) 454-7777	SMITH, CAROL	0	669	259,664
P.I.A.S.	P.O. BOX 100310	NASHVILLE	37224	(615) 360-9951	HIX, ROBERT W	4	3,615	5,721,302
PARCEL EMPLOYEES	3385 AIRWAYS BLVD., STE. 133	MEMPHIS	38116	(901) 396-2132	LANGSTON, SARAH B	4	2,587	6,134,244
PARKRIDGE	P.O. BOX 3146	CHATTANOOGA	37404	(423) 493-1758	EASON, JEAN	2	756	2,283,821
PATHWAY	P.O. BOX 2035	CLEVELAND	37320	(423) 478-7314	SMITH, HELEN I	2	1,071	2,391,128
PEOPLES CHOICE	P.O. BOX 604	UNION CITY	38281	(901) 885-4808	DARNELL, RENEE H	7	2,983	10,460,399
PORTER-CABLE EMPLOYEES	P.O. BOX 2468	JACKSON	38302	(901) 660-9354	LEE, PATRICIA	1	866	1,138,321
POSTAL EMP. C.U. OF JACKSON	57 DIRECTORS ROW	JACKSON	38305	(901) 668-1155	ALPHIN, PATSY A	11	3,687	19,657,322
POSTAL EMPLOYEES	P.O. BOX 2278	MEMPHIS	38101	(901) 526-5011	TURNER, ELAINE B	10	3,197	14,250,082
PRC EMPLOYEES CREDIT ASSN.	P.O. BOX 758	PARIS	38242	(901) 642-5582	SALMON, LISA A	2	1,076	1,186,139
PROFESSIONAL TEACHER	FRANKLIN P. BLUE BLDG. 211 W. COLVI	MCMINNVILLE	37110	(931) 473-5756	DILLON, KAREN S	1	536	947,795
ROHM AND HAAS EMPLOYEES	BOX 591	KNOXVILLE	37901	(423) 521-8279	JENKINS, WILLIAM L	0	1,100	10,646,734
SIGNAL CEMENT WORKERS	1201 SUCK CREEK RD.	CHATTANOOGA	37405	(423) 886-0800	MAJORS, DEBORAH	0	490	2,023,379
SMITH & NEPHEW EMPLOYEES	1450 EAST BROOKS RD.	MEMPHIS	38116	(901) 399-6473	LITTLE, MATTIE M	4	1,669	6,115,069
SOUTHERN	P.O. BOX 3490	CHATTANOOGA	37404	(423) 629-2578	HARPER, JOHN R	8	3,344	14,629,723
SOUTHERN RAILWAY EMP	3261 NORTH MALL RD.	KNOXVILLE	37924	(423) 523-0757	DYER, JEAN	5	1,812	11,720,147
ST. THOMAS HOSPITAL EMPLOYEES	111 BOSLEY SPRINGS RD., #101	NASHVILLE	37205	(615) 222-6721	ELEANOR, CROW L	5	2,644	10,717,843
SULLIVAN COUNTY EMPLOYEES	3306 HIGHWAY 126	BLOUNTVILLE	37617	(423) 279-2840	EVANS, LINDA K	6	2,215	9,320,918
TN DEPARTMENT OF SAFETY	1150 FOSTER AVE.	NASHVILLE	37210	(615) 251-5145	AKINS, CATHY E	2	1,617	4,527,628
TENNESSEE PAPER MILLS EMP.	P.O. BOX 4008	CHATTANOOGA	37405	(423) 267-7609	MAYNOR, JUDY W	1	365	2,847,573
TENNESSEE TEACHERS	P.O. BOX 22881	NASHVILLE	37202	(615) 244-1910	HOBBS, BETTY G	80	32,233	144,060,216
TENNESSEE TELCO	P.O. BOX 6000	BRENTWOOD	37024	(615) 371-3700	GRIESE, GARTH F	47	16,381	120,004,860
TENNESSEE WORKERS	P.O. BOX 60009	NASHVILLE	37206	(615) 741-3049	WIGGINS, KENNETH C	27	13,368	32,591,430
THE SAINTS	6005 PARK AVE., STE. 104	MEMPHIS	38119	(901) 763-1067	HEFFLIN, KAREN A	2	1,640	2,819,655
TOP-O-RING EMPLOYEES	104 HARTMANN DR.	LEBONON	37087	(615) 443-8815	TOMLINSON, MARGARET Y	0	332	734,294
U. S. COURTHOUSE	P.O. BOX 25047	NASHVILLE	37202-5047	(615) 025-6087	THOMPSON, CHERYL	30	13,157	67,343,193
U. S. T. C. EMPLOYEES	800 HARRISON ST.	NASHVILLE	37203	(615) 880-4799	KIRBY, MARIE	0	256	526,600
UNITED CREDIT UNION	1609 WEST MAIN ST.	ROGERSVILLE	37857	(423) 272-8299	LAROY, DEBRA R	2	1,117	2,297,385
VANDERBILT UNIVERSITY	1313 21ST AVE. SOUTH, RM. 107	NASHVILLE	37212	(615) 936-0300	KAVANAUGH, JEWEL P	6	5,128	10,918,720
WALLACE HARDWARE EMP.	P.O. BOX 687	MORRISTOWN	37815	(423) 586-5650	SHIFLET, SANDY W	0	359	636,244
WCG EMPLOYEES	P.O. BOX 284	MARTIN	38237	(901) 587-9521	BREWER, THOMAS	0	266	476,536
WEAVEXX	P.O. BOX 1030	GREENVILLE	37744	(423) 639-1181	WELLS, CAROLYN	0	290	1,452,276
WILLIS CORROON	P.O. BOX 305191	NASHVILLE	37230	(615) 872-6380	COOPER, CHARLES H	4	2,478	7,620,036
YAT EMPLOYEES	100 YALE AVE.	LENOIR CITY	37771	(423) 986-7511	NORWOOD, LAGONDA N	2	1,001	3,659,917

COMPLIANCE DIVISION



The **Compliance Division** is responsible for the licensing and regulatory supervision of the following seven types of financial institutions operating in Tennessee:

- Check Cashing
- Deferred Presentment Service Companies
- Money Transmitters
- Tennessee Industrial Loan & Thrift Companies
- Insurance Premium Finance Companies
- Residential Mortgage Lenders
- Residential Mortgage Brokers

With the development of a comprehensive examination program, all of the above industries are subject to periodic examinations by the Division's field examiners. The Compliance Division's examinations are designed to test and enforce compliance with Tennessee laws as well as Federal regulations. These laws were written in order to protect the consumer by limiting the amount of interest, loan charges, and insurance charges that can be assessed to them.

The field examiners also investigate consumer complaints and allegations of consumer fraud and usury. The Division's staff is also responsible for investigating consumer complaints involving title pledge lenders and reports of inadequate or inaccurate disclosures given to consumers by these title pledge lenders.

During 1999, Compliance Division examiners conducted 1,832 examinations of licensed entities. As a result of these examinations, refunds in a total amount of \$553,334.00 were made.

The Division also processed 627 consumer complaints, resulting in refunds to consumers in the amount of \$8,188.00.

Selecting representatives from mortgage bankers and brokers, industrial loan and thrifts, prominent attorneys, and Compliance Division staff members, we have formed a Mortgage Banking Task Force. This Committee is reviewing licensing and lending activities under both the Industrial Loan and Thrift Companies Act and the Residential Lending, Brokerage, and Servicing Act.

We have expanded the Division's presence on the internet by updating our Web page to include Bulletins, applications, and a listing of all entities licensed or registered with the Compliance Division, as well as their addresses.

DEFERRED PRESENTMENT SERVICES

APPLICATIONS

The effective date of the Deferred Presentment Services Act was October 1, 1997. Persons engaged in the business of deferred presentment services before October, 1997 could continue to operate without a license, if the application was filed within 60 days after the effective date of the Act. In 1999, the Department averaged 18 applications a month, making a total of 227. The following information was compiled for the period of October 1997 to December 1999.

	<u>1997</u>	<u>1998</u>	<u>1999</u>	<u>Total</u>
Total Apps Received	549	233	227	1009
Approved	34	727	207	968
Denied	3	5	8	

The Act requires a separate license for each location from which the applicant does business. Of the 968 licenses granted, 819 were active as of December 31, 1999. The break down by ownership type is shown below.

<u>Ownership Type</u>	<u>Number of Licenses</u> (As of 12/31/99)
Corporation	367
Limited Liability Corporation	274
Single Proprietorship	147
Partnership	28
Limited Partnership	2
Other	1
Total	819

ANNUAL REPORT INFORMATION

By September 1 of each year, each licensee must, pursuant to Tennessee Code Annotated § 45-17-119, file with the Commissioner of Financial Institutions an Annual Report covering the licensee's business activities as of the close of business on June 30th. These reports include a balance sheet, statement of income and expense, as well as other statistical data consistent with generally accepted accounting principles.

The following tabulation represents aggregate information from usable reports filed by 326 companies having over 700 locations.

Balance Sheet Information as of June 30, 1999

Total Assets	\$ 51,864,372
Receivables Outstanding	\$ 16,152,783
Total Liabilities	\$ 12,884,695
Net Worth	\$ 38,979,681

Total assets of the average-size company operating in Tennessee are \$159,093. We have 18 companies with assets in excess of \$500,000, 103 companies have assets of between \$100,000 and \$500,000, and the remaining 205 companies have assets of under \$100,000.

Income Information for 12 Months—Ended 6/30/99

The statements of income and expenses, from which the following information was compiled, were for the period of 7/1/98 – 6/30/99:

Total Operating Income	\$ 60,476,544
Salary Expense	\$ 13,341,234
Bad Debt Expense	\$ 4,214,320
Net Income (After Tax)	\$ 10,337,781

Of the 326 reporting companies, 74 reported operating losses and 24 reported net income of over \$100,000 for the period ending June 30, 1999. The average company made a profit of \$31,711.

As of June 30, 1999, the industry made a return on assets of 19.9% based on total assets and a return on equity of 26.5%.

Transactional Data

The following transactional data was reported for the reporting period ending June 30, 1999:

Number of receivable transactions	\$ 1,845,273
Transactions during year—\$ amount	\$ 285,377,273
Avg. size of receivable transactions	\$ 154

Number of transactions by size of check:

\$1 - \$100	191,222
\$100 - \$250	1,634,614
\$250 - \$500	19,437

EXAMINATIONS

For the year ending December 31, 1999, the Department's Compliance Division conducted 789 examinations of deferred presentment offices. The

Department's compliance examiners typically review a random sample of the licensee's transactions looking primarily at the fees charged and the disclosures given to the customers. The Department required that all excessive or unauthorized fees be refunded to the customers pursuant to Tennessee Code Annotated § 45-17-115, resulting in total refunds of \$65,371 to 2,033 customer accounts in 1999.

DEFERRED PRESENTMENT PENALTY PAYMENTS

As of December 31, 1999, examiners of the Compliance Division have identified 24 businesses, comprising 36 locations, which were operating without a deferred presentment services license. Any of these companies wanting to obtain a license were required to refund any fees they collected in excess of those authorized by the Act and pay a civil money penalty. Those businesses that did not or could not meet the licensing criteria in T.C.A. § 45-17-104 were required to refund all fees collected since the effective date of the Act and pay a civil money penalty.

In 1998, the Department had, pursuant to T.C.A. § 45-17-115, assessed civil money penalties against 18 unlicensed entities totaling \$17,000. The following year, 6 companies paid civil money penalties totaling \$1,800.

Deferred Presentment Penalty Payments:

	Companies	Locations	Penalty
1998	18	28	\$ 21,800
1999	<u>6</u>	<u>8</u>	<u>\$ 1,800</u>
Total:	24	36	\$ 23,600

CONSUMER COMPLAINTS

Under Tennessee Code Annotated § 45-17-117, any person aggrieved by the conduct of a licensee under this chapter in connection with the licensee's regulated activities may file a written complaint with the Commissioner who may investigate the complaint. The Department will often conduct an examination on the licensee to verify the claim and address other violations, as well. They generally involved licensees who had either charged service fees in excess of the rate authorized by T.C.A. § 45-17-112(b) or imposed late fees. In 1999, the Department received 17 complaints, resulting in refunds of \$145.80 to 3 customers. This figure compares with 23 written complaints received in 1998.

INDUSTRIAL LOAN AND THRIFT COMPANIES COMPOSITE ANNUAL REPORT

(Year Ending December 31,1998)

	Dec. 31, 1998	Dec. 31, 1997	Dec. 31, 1996
Number of Offices Included in this Report	719	723	726
Number of Employees in State at Year-End	2,777	2,960	3,039
REGULATED ENTITIES PROFIT PERCENTAGE			
RATE OF RETURN			
Average Net Receivable	\$1,749,519,280	\$1,715,151,645	\$1,777,474,167
Net Income	\$14,122,016	\$38,351,232	\$41,809,286
Rate of Return	0.80%	2.23%	2.35%
ANALYSIS OF CHARGES ON LOANS			
Charges Collected and/or Earned	\$402,754,204	\$404,674,467	\$399,383,353
Average Monthly Rate Collected	1.91%	1.96%	1.87%
ANALYSIS OF EXPENSE PER ACCOUNT			
Average Number of Accounts Outstanding	464,682	486,295	501,011
Total Expenses	\$388,632,188	\$366,323,235	\$374,401,065
Average Monthly Expense Per Account	\$69.70	\$62.75	\$62.27
STATEMENT OF INCOME AND EXPENSES			
Total Operating Income	\$402,754,204	\$404,674,467	\$399,383,353
Total Expenses Before Income Taxes	\$380,180,626	\$352,517,513	\$358,111,835
Income Before Income Taxes	\$22,573,578	\$52,156,954	\$41,271,518
OTHER INFORMATION			
Number of Loans Made During the Year	793,849	840,643	763,979
Dollar Volume of Loans Made During the Year	\$1,779,763,424	\$1,938,506,356	\$1,724,436,215
Bad Debts	\$63,986,962	\$67,867,313	\$64,360,821
Bad Debts - Number of Accounts	43,321	51,254	46,756

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

INDUSTRIAL LOAN AND THRIFT COMPANIES LOANS LESS THAN \$300

(Year Ending December 31, 1998)

	Dec. 31, 1998	Dec. 31, 1997	Dec. 31, 1996
Number of Offices Included in this Report	23	20	20
Number of Employees in State at Year-End	84	80	88
REGULATED ENTITIES PROFIT PERCENTAGE			
RATE OF RETURN			
Average Net Receivable	\$4,277,484	\$3,955,761	\$4,316,678
Net Income	\$565,334	\$721,397	\$420,035
Rate of Return	13.21%	18.20%	9.73%
ANALYSIS OF CHARGES ON LOANS			
Charges Collected and/or Earned	\$4,838,325	\$4,671,229	\$4,372,589
Average Monthly Rate Collected	9.42%	9.80%	8.44%
ANALYSIS OF EXPENSE PER ACCOUNT			
Average Number of Accounts Outstanding	29,883	31,268	35,423
Total Expenses	\$4,272,991	\$3,949,832	\$3,952,554
Average Monthly Expense Per Account	\$11.92	\$10.53	\$9.30
STATEMENT OF INCOME AND EXPENSES			
Total Operating Income	\$4,838,325	\$4,671,229	\$4,372,589
Total Expenses Before Income Taxes	\$4,225,446	\$3,892,148	\$3,908,988
Income Before Income Taxes	\$612,879	\$779,081	\$463,601
OTHER INFORMATION			
Number of Loans Made During the Year	183,848	190,016	206,500
Dollar Volume of Loans Made During the Year	\$33,385,247	\$32,157,637	\$33,738,971
Bad Debts	\$733,647	\$848,611	\$921,268
Bad Debts - Number of Accounts	5,731	7,182	8,478

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS

INDUSTRIAL LOAN AND THRIFT COMPANIES LOANS GREATER THAN \$300

(Year Ending December 31, 1998)

	Dec. 31, 1998	Dec. 31, 1997	Dec. 31, 1996
Number of Offices Included in this Report	696	703	706
Number of Employees in State at Year-End	2,693	2,880	2,951
REGULATED ENTITIES PROFIT PERCENTAGE			
RATE OF RETURN			
Average Net Receivable	\$1,745,241,796	\$1,711,195,884	\$1,773,157,489
Net Income	\$13,556,682	\$37,629,835	\$41,389,251
Rate of Return	0.80%	2.19%	2.33%
ANALYSIS OF CHARGES ON LOANS			
Charges Collected and/or Earned	\$397,915,879	\$400,003,238	\$395,010,764
Average Monthly Rate Collected	1.90%	1.94%	1.85%
ANALYSIS OF EXPENSE PER ACCOUNT			
Average Number of Accounts Outstanding	434,799	455,027	465,588
Total Expenses	\$384,359,197	\$362,373,403	\$370,448,511
Average Monthly Expense Per Account	\$73.67	\$66.36	\$66.30
STATEMENT OF INCOME AND EXPENSES			
Total Operating Income	\$397,915,879	\$400,003,238	\$395,010,764
Total Expenses Before Income Taxes	\$375,955,180	\$348,625,365	\$354,202,847
Income Before Income Taxes	\$21,960,699	\$51,377,873	\$40,807,917
OTHER INFORMATION			
Number of Loans Made During the Year	610,001	650,627	557,479
Dollar Volume of Loans Made During the Year	\$1,746,378,177	\$1,906,348,719	\$1,690,697,244
Bad Debts	\$63,253,315	\$67,018,702	\$63,439,553
Bad Debts - Number of Accounts	37,590	44,072	38,278